

HATHAWAY STEPHEN C

Form 4

March 04, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935
or Section 30(h) of the Investment Company Act of 1940**

x Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<p>1. Name and Address of Reporting Person*</p> <p>Hathaway, Stephen C.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>9924 West 74th Street</p> <hr/> <p><i>(Street)</i></p> <p>Eden Prairie, MN 55344</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>SurModics, Inc. (SRDX)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>February 28, 2003</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input type="radio"/> Director <input type="radio"/> 10% Owner</p> <p><input checked="" type="radio"/> Officer <i>(give title below)*</i></p> <p><input type="radio"/> Other <i>(specify below)</i></p> <p>*No longer Vice President & Chief Financial Officer after 2/28/03</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
			Code V	Amount	(A) or (D)	Price		
Common Stock	2/28/03		M	8,000	A	\$3.875		
Common Stock	2/28/03		M	9,600	A	\$8.0625		
Common Stock	12/16/02		G	700	D	\$30.71	84,008*	D
Common Stock							28,000	I By Spouse

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>		
					Code V	(A)	(D)
Employee Stock Option (Right to Buy)	\$2.50						
Employee Stock Option (Right to Buy)	\$3.875	2/28/03		M		8,000	
Employee Stock Option (Right to Buy)	\$8.0625	2/28/03		M		9,600	
Employee Stock Option (Right to Buy)	\$25.094						

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(1)	11/18/03	Common Stock	60,000	None	5,900	D
(2)	9/21/05	Common Stock	10,000	None	2,000	D
(3)	9/20/06	Common Stock	16,000	None	6,400	D
(4)	9/18/07	Common Stock	12,000	None	12,000	D

Explanation of Responses:

* Includes 222 shares acquired through Employee Stock Purchase Plan.

- (1) Exercisable in annual increments of 12,000 shares each commencing 11/18/98.
- (2) Exercisable in annual increments of 2,000 shares each commencing 9/21/99.
- (3) Exercisable in annual increments of 3,200 shares each commencing 9/20/00.
- (4) Exercisable in increments of 2,088 shares on 9/18/01, 2,640 shares on 9/18/07, 2,472 shares on 9/18/03, and 2,400 shares each on 9/18/04 and 9/18/05.

/s/ Stephen C. Hathaway

March 4, 2003

Date

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**Signature of Reporting
Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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