HATHAWAY STEPHEN C Form 4 March 04, 2003

OMB APPROVAL

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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

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

1.	Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Reporting Person, if an entity	
	Hathaway, Stephen C.		SurModics, Inc. (SRDX)			
	(Last) (First) (Middle)	•				
	9924 West 74th Street	4.	Statement for Month/Day/Year	5.	If Amendment, Date (Month/Day/Year)	te of Original
	(Street)	•	February 28, 2003			
		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint (Check Applicable L	
	Eden Prairie, MN 55344	•	O Director O 10% Owner		x	Form Filed by One Reporting Person
	(City) (State) (Zip)		X Officer (give title below)*		0	Form Filed by More
			Other (specify below)			than One Reporting Person
			*No longer Vice President & Chief Financial Officer after 2/28/03			

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).

Title of 2. Security (Instr. 3)	Transaction 2 Date (Month/Day/Year)	A.Deemed Execution Date, if any (Month/Day/Year)	3. Transaction a Code (Instr. 8)	4. Securities Disposed (Instr. 3, 4	of ( <b>D</b> )		5.Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			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

Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	Date, if any	Transaction 5. Code (Instr. 8)	S. Number of Derivative Securi Acquired (A) or Disposed of (Instr. 3, 4 and 5)		
				Code V	(A)	<b>(D)</b>	
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						

To Date Exercisable and To Title and Amount of Underlying Securities  (Month/Day/Year) Securities  (Instr. 3 and 4)				8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Indirect Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)
Date Exercisable	Expiration Date		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
	of Respons	es:				
planation			ıgh Employ	ee Stock Pui	chase Plan.	
	2 shares acq		6.16.000	shares each o	commencing 11/18/98.	
Includes 22		increments	s of 12,000			
Includes 22: ) Exercisable	le in annual			nares each co	ommencing 9/21/99.	
Includes 22 Exercisable) Exercisable	le in annual	increments	s of 2,000 sl		ommencing 9/21/99.	
) Exercisable ) Exercisable ) Exercisable	le in annual le in annual le in annual	increments	s of 2,000 sl	nares each co	ommencing 9/20/00.	s on 9/18/03, and 2,400 shares each on 9/

Date

\*\*Signature of Reporting Person

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