

HATHAWAY STEPHEN C

Form 4

August 21, 2002

FORM 4

**U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person\*      2. Issuer Name and Ticker or Trading Symbol      6. Relationship of Reporting Person  
**Hathaway      Stephen      C.SurModics,**  
**Inc.      (SRDX)to Issuer (Check all applicable)**

(Last)                      (First)                      (Middle)

Director 10% Owner Officer (give title below)  
 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) Other (specify below)  
**9924 West 74th Street Vice President and Chief Financial Officer**

(Street)

4. Statement for Month/Year7. Individual or Joint/Group Filing  
**Eden**  
**Prairie MN      55344 August**  
**2002**(Check applicable line)

(City)                      (State)                      (Zip)

Form Filed by One Reporting Person Form Filed by More than One  
 Reporting Person 5. If Amendment, Date of Original (Month/Year)

**TABLE I NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED**

2. Transaction Date	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
		(A) or

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1. Title of Security (Instr. 3)	(Month/Day/Year)	Code	V	Amount	(D)	Price
<b>Common Stock</b> <b>Common Stock</b>	<b>8/9/02</b>	<b>G</b>	<b>V</b>	<b>600</b>	<b>D</b>	<b>None</b>

[Additional columns below]

[Continued from above table]

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>66,886</b> <b>28,000</b> By Spouse		

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).

FORM 4 (CONTINUED)

**TABLE II DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
<b>Employee Stock Option (Right to Buy)</b>	<b>\$2.50</b>				<b>Previously Reported</b>	
<b>Employee Stock Option (Right to Buy)\$3.875 Previously Reported</b>						
<b>Employee Stock Option (Right to Buy)\$8.0625 Previously Reported</b>						
<b>Employee Stock Option (Right to Buy)\$25.094 Previously Reported</b>						

[Additional columns below]

[Continued from above table]

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(1)	11/18/03	Common Stock	60,000	None
(2)9/21/05	None	Common Stock	10,000	None
(3)9/20/06	None	Common Stock	16,000	None
(4)9/18/07	None	Common Stock	12,000	None

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially owned at end of month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>15,900</b>		

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10,000D 16,000D 12,000D

Explanation of Responses:

- (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 annual increments of 2,400 shares each commencing 9/18/01.

/s/ Stephen C. Hathaway

August 19, 2002

Signature of Reporting Person(1)

Date

(1)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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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(Print or Type Responses)