

Sutton Gregg S
Form 4
August 27, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutton Gregg S

(Last) (First) (Middle)
9924 WEST 74TH STREET
(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SURMODICS INC [SRDX]

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Research and Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(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 | (D) | Price |
| Common Stock | 08/23/2018 | | M | | 10,544 | A | \$ 19.42 |
| | | | | | | | 19,853 ⁽¹⁾ |
| Common Stock | 08/23/2018 | | M | | 4,280 | A | \$ 23.95 |
| | | | | | | | 24,133 |
| Common Stock | 08/23/2018 | | S | | 14,204 | D | \$ 74.1079 |
| | | | | | | | 9,929 ⁽²⁾ |
| Common Stock | 08/23/2018 | | S | | 620 | D | \$ 74.9419 |
| | | | | | | | 9,309 ⁽³⁾ |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 19.42 | 08/23/2018 | | M | 10,544 | ⁽⁴⁾ 02/16/2023 | Common Stock | 10,544 |
| Employee Stock Option (right to buy) | \$ 23.95 | 08/23/2018 | | M | 4,280 | ⁽⁵⁾ 11/30/2023 | Common Stock | 4,280 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutton Gregg S 9924 WEST 74TH STREET EDEN PRAIRIE, MN 55344 | | | VP of Research and Development | |

Signatures

/s/ Bryan K. Phillips, attorney-in-fact for Gregg S. Sutton 08/27/2018

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

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- (1) Includes 497 shares acquired through the Employee Stock Purchase Plan for the phase ending in February 2018.

Reflects the weighted average price of 14,204 shares of common stock of Surmodics, Inc. sold by the reporting person in multiple transactions on August 23, 2018 with sale prices ranging from \$73.80 to \$74.75 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (2) Reflects the weighted average price of 620 shares of common stock of Surmodics, Inc. sold by the reporting person in multiple transactions on August 23, 2018 with sale prices ranging from \$74.825 to \$75.05 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (3) The award vests in four equal installments on each of the first four anniversaries of the February 16, 2016 grant date.

- (4) The award vests in four equal installments on each of the first four anniversaries of the November 30, 2016 grant date.

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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