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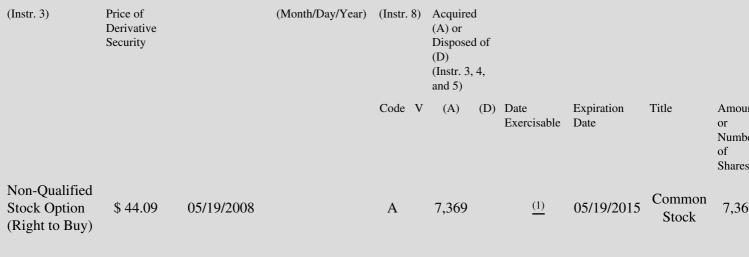
SURMODI Form 4	CS INC									
May 21, 20	08									
FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check this box if no longer								Expires:	January 31, 2005	
subject Section Form 4	MENT OF	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou	Estimated average burden hours per response 0.5		
Form 5 obligation may cor <i>See</i> Inst 1(b).	ons Section 17(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 * Phillips Bryan K2 System				er Name an o	d Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer			
			SURMODICS INC [SRDX]				(Check all applicable)			
(Last)	(First) (3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner				
9924 WEST 74TH STREET (Street)			05/19/2008				XOfficer (give titleOther (specify below) Dep. Gen. Counsel & Corp. Sec.			
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
EDEN PRAIRIE, MN 55344				onth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
							Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A)CodeDisposed of (I(Instr. 8)(Instr. 3, 4 and		(A) or of (D) 4 and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect t Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cla	ss of sec	urities bene	ficially ow	ned directly of	or indirectly.			
					Perso	ons who res	spond to the colle		SEC 1474	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Phillips Bryan K 9924 WEST 74TH STREET EDEN PRAIRIE, MN 55344			Dep. Gen. Counsel & Corp. Sec.				
Signatures							
/s/ Gordon S. Weber, on behalf of Bryan K. Phillips			05/21/2008				
**Signature of Reporting F	Person		Date				
Exploration of Doononooo							

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).

(1) Exercisable in annual increments of 25% commencing 5/19/09.

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.