

MITCHELL MARK R
Form 4
August 15, 2012

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 *
Starboard Value LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
830 THIRD AVENUE, 3RD FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2012

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
See Footnote 1.

NEW YORK, NY 10022

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock ⁽¹⁾ ₍₂₎	08/13/2012		S	13,875	D \$ 17.5815	1,359,522	I	By Starboard Value and Opportunity Master Fund Ltd ⁽³⁾
Common Stock ⁽¹⁾ ₍₂₎	08/13/2012		S	4,625	D \$ 17.5815	453,178	I	By Managed Account of Starboard Value LP ⁽⁴⁾
Common Stock ⁽¹⁾	08/14/2012		S	46,275	D \$ 17.627	1,313,247	I	By Starboard

<u>(2)</u>									Value and Opportunity Master Fund Ltd <u>(3)</u>
Common Stock <u>(1)</u>	08/14/2012		S	15,425	D	\$ 17.627	437,753	I	By Managed Account of Starboard Value LP <u>(4)</u>
<u>(2)</u>									

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

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starboard Value LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X		See Footnote 1.
Starboard Value GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X		See Footnote 1.
Starboard Principal Co LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X		See Footnote 1.
		X		

Starboard Principal Co GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022			See Footnote 1.
Smith Jeffrey C C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	X	See Footnote 1.
MITCHELL MARK R C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X	See Footnote 1.
Feld Peter A C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X	See Footnote 1.
STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X	See Footnote 1.

Signatures

Starboard Value LP; By: Starboard Value GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory			08/15/2012
	**Signature of Reporting Person		Date
Starboard Value and Opportunity Master Fund Ltd; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory			08/15/2012
	**Signature of Reporting Person		Date
Starboard Value GP LLC; By: Starboard Principal Co LP; By: /s/ Jeffrey C. Smith, Authorized Signatory			08/15/2012
	**Signature of Reporting Person		Date
Starboard Principal Co LP; By:Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory			08/15/2012
	**Signature of Reporting Person		Date
Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory			08/15/2012
	**Signature of Reporting Person		Date
By: /s/ Jeffrey C. Smith			08/15/2012
	**Signature of Reporting Person		Date
Mark R. Mitchell; By: /s/ Jeffrey C. Smith, Attorney in Fact			08/15/2012
	**Signature of Reporting Person		Date
Peter A. Feld; By: /s/ Jeffrey C. Smith, Attorney in Fact			08/15/2012
	**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).

This Form 4 is filed jointly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"), Starboard Value LP ("Starboard Value LP"), Starboard Value GP LLC ("Starboard Value GP"), Starboard Principal Co LP ("Principal Co"), Starboard

(1) Principal Co GP LLC ("Principal GP"), Jeffrey C. Smith, Mark Mitchell and Peter A. Feld (collectively, the "Reporting Persons"). As of August 14, 2012, the Reporting Persons ceased to own in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock.

(2) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Shares of Common Stock beneficially owned by Starboard V&O Fund. Starboard Value LP, as the investment manager of Starboard V&O Fund, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard V&O Fund.

(3) Each of Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard V&O Fund.

Shares held in an account managed by Starboard Value LP. Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as

(4) members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard Value LP.

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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