

CRYOCOR INC
Form 4
May 30, 2008

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 *
Cooney David J

(Last) (First) (Middle)
9717 PACIFIC HEIGHTS BLVD.

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CRYOCOR INC [CRYO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2008

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)

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	Price			
Common Stock	05/28/2008			U	502,938	\$ 1.35	0	I	by Partnership (1)

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

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SEC 1474 (9-02)

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

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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 (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
Non-qualified Stock Option (Right to Buy)	\$ 2.35	05/28/2008		D	6,451	<u>(2)</u> 05/02/2016	Common Stock	6,451
Non-qualified Stock Option (Right to Buy)	\$ 6.69	05/28/2008		D	6,451	<u>(2)</u> 05/13/2017	Common Stock	6,451

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooney David J 9717 PACIFIC HEIGHTS BLVD. SAN DIEGO, CA 92121		X		

Signatures

/s/ Amy A. Seidlinger for David J. Cooney 05/30/2008

__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).
- (1) The Reporting Person is a partner and a member of Beecken Petty & Company, LLC, the general partner of Healthcare Equity Partners, L.P. and Healthcare Equity QP Partners, L.P. The Reporting Person disclaims beneficial ownership of the shares owned by such entities except to the extent of his pecuniary interest in such entities, if any.
- (2) The Non-qualified Stock Option had fully vested prior to the close of the merger between the Issuer, Boston Scientific Scimed, Inc. and Padres Acquisition Corp. The Non-qualified Stock Option was not exercised and therefore was canceled at the close of the merger between the Issuer, Boston Scientific Scimed, Inc. and Padres Acquisition Corp.
- (3) The Reporting Person is a partner and a member of Beecken Petty & Company, LLC, the general partner of Healthcare Equity Partners, L.P. and Healthcare Equity QP Partners, L.P. Under various partnership agreements, the Reporting Person may be deemed to hold the reported option for the benefit of Beecken, Petty & Company, LLC, Healthcare Equity Partners, L.P. and/or Healthcare Equity QP Partners, L.P. As a result, Beecken Petty & Company, LLC, Healthcare Equity Partners, L.P. and Healthcare Equity QP Partners, L.P. may be deemed to be indirect beneficial owners of all or a portion of the option, and the Reporting Person may also be deemed an indirect beneficial owner of the option through his interest in Beecken Petty & Company, LLC. The Reporting Person hereby disclaims beneficial ownership of the option to the extent of his pecuniary interest therein.

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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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