

CRYOCOR INC
Form 4
July 19, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
07/19/2005

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	(A) or (D)	Price				
Common Stock	07/19/2005		C		176,118	A	(3)	221,118	I	by Partnership (1)	
Common Stock	07/19/2005		C		275,992	A	(6)	497,110	I	by Partnership (1)	
Common Stock	07/19/2005		X		24,386	A	\$ (2)	8.37	521,496	I	by Partnership (1)
Common Stock	07/19/2005		J(2)		18,558	D	(2)	502,938	I	by Partnership (1)	

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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)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount
					Acquired (A)	Disposed of (D)			
Series C Convertible Preferred Stock	(3)	07/19/2005		C	V	(A) 740,740	(4) (5)	Common Stock	176,1
Series D Redeemable Convertible Preferred Stock	(6)	07/19/2005		C		(A) 7,609,049	(4) (5)	Common Stock	275,9
Warrant	\$ 8.37	07/19/2005		X		(A) 24,386	(4) (7)	Common Stock	24,38 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Cooney David J
9717 PACIFIC HEIGHTS BLVD. X
SAN DIEGO, CA 92121

Signatures

/s/ By: Kathleen K Hannah For: David J Cooney 07/19/2005

__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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The Reporting Person is a principal for Beecken Petty O'Keefe & Company, together with its affiliates Healthcare Equity QP Partners,

- (1) L.P. and HealthCare Equity 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) Net exercise of the warrant for 24,386 shares resulting in an acquisition of 5,828 shares of common stock using fair market value of \$11.00/share.
- (3) Convertible at 0.237759 share of Common for 1 share of Preferred
- (4) Immediate
- (5) Not Applicable.
- (6) Convertible at 0.036272 share of Common for 1 share of Preferred
- (7) 12,193 expire on 2/3/08. 12,193 expire on 3/28/08. All warrants terminate if and to the extent not exercised prior to the completion of an IPO

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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