

CRYOCOR INC
Form 4
July 19, 2005

FORM 4

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

OMB APPROVAL

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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 *
WHEELER KURT

(Last) (First) (Middle)

**C/O MPM ASSET
MANAGEMENT, 111
HUNTINGTON AVE., 31ST
FLOOR**

(Street)

BOSTON, MA 02199

(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		455,713 (1)	A	\$ 0 635,713	I	See footnote (2)
Common Stock	07/19/2005		C		795,280 (3)	A	\$ 0 1,430,993	I	See footnote (4)
Common Stock	07/19/2005		C		1,471,388 (5)	A	\$ 0 2,902,381	I	See footnote (6)

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Common Stock	07/19/2005	X	121,940 (7)	A	\$ 8.37 (7)	3,024,321	I	See footnote (8)
Common Stock	07/19/2005	J	92,790 (9)	D	(7)	2,931,531	I	See footnote (10)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series B Convertible Preferred Stock	(11)	07/19/2005		C	1,620,368	(12) (13)	Common Stock	455	
Series C Convertible Preferred Stock	(15)	07/19/2005		C	3,344,900	(12) (13)	Common Stock	795	
Series D Convertible Redeemable Preferred Stock	(16)	07/19/2005		C	40,565,412	(12) (13)	Common Stock	1,47	
Warrant	\$ 8.37	07/19/2005		X	121,940	(12) (17)	Common Stock	121	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X	X		

WHEELER KURT
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
BOSTON, MA 02199

Signatures

/s/ Kurt Wheeler 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).
The shares were converted as follows: 306,787 by MPM BioVentures II-QP, L.P. ("BV II QP"), 33,859 by MPM BioVentures II, L.P. ("BV II"), 7,063 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 108,004 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. The Reporting Person is a member of AM 2000B and AM II LLC.
- (1) The shares are held as follows: 427,963 by BV II QP, 47,233 by BV II, 9,853 by AM 2000B and 150,664 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (2) The shares were converted as follows: 535,384 by BV II QP, 59,089 by BV II, 12,326 by AM 2000B and 188,481 by BV KG.
- (3) The shares are held as follows: 963,347 by BV II QP, 106,322 by BV II, 22,179 by AM 2000B and 339,145 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (4) The shares were converted as follows: 990,540 by BV II QP, 109,323 by BV II, 22,805 by AM 2000B and 348,720 by BV KG.
- (5) The shares are held as follows: 1,953,887 by BV II QP, 215,645 by BV II, 44,984 by AM 2000B and 687,865 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (6) Net exercise of the warrant for 121,940 shares resulting in an acquisition of 29,150 shares of common stock using fair market value of \$11.00/share. The shares were exercised as follows: 82,092 by BV II QP, 9,060 by BV II, 1,888 by AM 2000B and 28,900 by BV KG.
- (7) The shares are held as follows: 2,035,979 by BV II QP, 224,705 by BV II, 46,872 by AM 2000B and 716,765 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (8) The shares disposed of in connection with the net exercise were as follows: 62,466 by BV II QP, 6,894 by BV II, 1,438 by AM 2000B and 21,992 by BV KG.
- (9) The shares are held as follows: 1,973,513 by BV II QP, 217,811 by BV II, 45,434 by AM 2000B and 694,773 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (10) Convertible at 0.281240 share of Common for 1 share of Preferred.
- (11) Immediate.
- (12) Not applicable.
- (13) No securities owned.
- (14) Convertible at 0.237759 share of Common for 1 share of Preferred.
- (15) Convertible at 0.036272 share of Common for 1 share of Preferred.
- (16) 60,970 expire on 2/3/08. 60,970 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. 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.