

Davis John E
 Form 4
 July 10, 2018

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 *
 Davis John E

2. Issuer Name and Ticker or Trading Symbol
 CRYOLIFE INC [CRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1655 ROBERTS BLVD., NW

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP, Global Sales

(Street)
 KENNESAW, GA 30144

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/01/2018 | 06/30/2018 | M | V <u>1,308</u> ⁽¹⁾ A \$ 16.235 | 52,746 | D | |
| Common Stock | 07/06/2018 | 07/06/2018 | M | <u>3,391</u> ⁽²⁾ A \$ 16.3 | 56,137 | D | |
| Common Stock | 07/06/2018 | 07/06/2018 | S | 3,391 D \$ 30 ⁽³⁾ | 52,746 | D | |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| ESPP | \$ 16.235 | 01/01/2018 | 06/30/2018 | A V | 1,308 | 06/30/2018 06/30/2018 | Common Stock | 1,308 |
| ESPP | \$ 16.235 | 06/30/2018 | 06/30/2018 | M V | 1,308 | 06/30/2018 06/30/2018 | Common Stock | 1,308 |
| Stock Option (Right to Buy) | \$ 16.3 | 07/06/2018 | 07/06/2018 | M | 3,391 | 02/21/2018 ⁽⁴⁾ 02/21/2024 | Common Stock | 3,391 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis John E 1655 ROBERTS BLVD., NW KENNESAW, GA 30144 | | | Senior VP, Global Sales | |

Signatures

/s/ John E. Davis 07/10/2018

**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) These shares were acquired pursuant to CryoLife Inc.'s Employee Stock Purchase Plan (ESPP). The shares were acquired in transactions exempt from Section 16b-3.
- (2) The sale reported on this form was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 8, 2017.
- (3) Reflects the price of \$30 the shares were sold. The reporting person will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at this price
- (4) Stock option vests 33 1/3% per year beginning on the first anniversary of the grant date. The first exercisable date was 2/21/2018

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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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