

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 *
BRENNAN EDWARD F

(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)
CEO and President

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	05/28/2008		P		101,828	A	\$ 0.62
Common Stock	05/28/2008		P		38,037	A	\$ 0.62
Common Stock	05/28/2008		P		38,037	A	\$ 0.62
Common Stock	05/28/2008		U		606,610	D	\$ 1.35

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Incentive Stock Option (Right to Buy)	\$ 0.62	05/28/2008		D	V	(A) 101,828	(D)	<u>(1)</u>	03/03/2015	Common Stock	101,828
Incentive Stock Option (Right to Buy)	\$ 0.62	05/28/2008		D		38,037		<u>(1)</u>	03/03/2015	Common Stock	38,037
Incentive Stock Option (Right to Buy)	\$ 0.62	05/28/2008		D		38,037		<u>(1)</u>	03/03/2015	Common Stock	38,037
Incentive Stock Option (Right to Buy)	\$ 2.61	05/28/2008		D		40,000		<u>(2)</u>	02/05/2017	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNAN EDWARD F 9717 PACIFIC HEIGHTS BLVD. SAN DIEGO, CA 92121	X		CEO and President	

Signatures

/s/ Amy A. Seidlinger for Edward F.
Brennan

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 Incentive Stock Option became immediately exercisable in full pursuant to the terms of an agreement and plan of merger between the Issuer, Boston Scientific Scimed, Inc. and Padres Acquisition Corp. (the "Merger Agreement").
The Incentive Stock Option with performance-based vesting became immediately exercisable in full pursuant to the terms of the Merger Agreement. The Incentive 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.
- (2) Agreement. The Incentive 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.

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.