

STEINMETZ MICHAEL

Form 4

July 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MPM BIOVENTURES II QP LP

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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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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 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 Number Shares
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

MPM BIOVENTURES II QP LP
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
BOSTON, MA 02199

MPM BIOVENTURES II LP
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
BOSTON, MA 02199

MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
BOSTON, MA 02199

MPM ASSET MANAGEMENT INVESTORS 2000B LLC
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
BOSTON, MA 02199

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

MPM ASSET MANAGEMENT II LLC
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
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GADICKE ANSBERT
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
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STEINMETZ MICHAEL
C/O MPM ASSET MANAGEMENT
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GALAKATOS NICHOLAS
C/O MPM ASSET MANAGEMENT
111 HUNTINGTON AVE., 31ST FLOOR
BOSTON, MA 02199

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

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin

07/19/2005

____Signature of Reporting Person

Date

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By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P. /s/ Luke Evnin

07/19/2005

Signature of Reporting Person

Date _____

By Luke Evnin, member of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin

07/19/2005

Signature of Reporting Person

Date _____

By Luke Evnin, manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin

07/19/2005

**Signature of Reporting Person

Date _____

By Luke Eynin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Eynin

07/19/2005

**Signature of Reporting Person

Date _____

By Luke Evnin, manager of MPM Asset Managment II, LLC /s/ Luke Evnin

07/19/2005

Signature of Reporting Person

Date _____

/s/ Ansbert Gadicke

07/19/2005

**Signature of Reporting Person

Date _____

/s/ Michael Steinmetz

07/19/2005

**Signature of Reporting Person

Date _____

/s/ Nicholas Galakatos

07/19/2005

Signature of Reporting Person

Date _____

/s/ Luke Evnín

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. (1) 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. Luke Evnin, Ansbert Gadick, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2000B.
- (2) 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. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (3) 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.
- (4) 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. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (5) 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.
- (6)

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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. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

- (7) 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.
- (8) 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. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (9) 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.
- (10) 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. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (11) Convertible at 0.281240 share of Common for 1 share of Preferred.
- (12) Immediate.
- (13) Not applicable.
- (14) No securities owned.
- (15) Convertible at 0.237759 share of Common for 1 share of Preferred.
- (16) Convertible at 0.036272 share of Common for 1 share of Preferred.
- (17) 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.

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