CRYOCOR INC
Form 4
May 30, 2008

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MINOCHERHOMJEE ARDA

(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)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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		U		1,944,961	D	$ 1.35	0	I	By Partnership (1)

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 or Number of Shares
Non-qualified Stock Option (right to buy)	$ 2.35	05/28/2008		D			6,451	(2)	05/02/2016	Common Stock	6,451
Non-qualified Stock Option (right to buy)	$ 6.69	05/28/2008		D			6,451	(2)	05/13/2017	Common Stock	6,451

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MINOCHERHOMJEE ARDA 9717 PACIFIC HEIGHTS BLVD. SAN DIEGO, CA 92121	X	X		

Signatures

/s/ Amy A. Seidlinger for Arda M. Minocherhomjee	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 shares are held as follows: 1,872,801 by William Blair Capital Partners VII, QP L.P. and 72,160 by William Blair Capital Partners VII, L.P. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(2) The Non-qualified Stock Option had fully vested prior to the close of the merger between the Issuer, Boston Scientific Scimed, Inc. and Padres Acquisition Corp. The Non-qualified 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.

(3) The Reporting Person is a managing director and a member of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P. The Reporting Person is also a managing director and limited partner of William Blair Capital Management, L.P., the general partner of William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. Under various partnership agreements, the Reporting Person may be deemed to hold the reported option for the benefit of William Blair Capital Management VII, L.P., William Blair Capital Partners VII QP, L.P. and/or William Blair Capital Partners VII, L.P. As a result, (Continued in footnote 4)

(4) William Blair Capital Management VII, L.L.C., William Blair Capital Management VII, L.P., William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. may be deemed to be indirect beneficial owners of all or a potion of the option, and the

Reporting Person may also be deemed an indirect beneficial owner of the option through his interest in William Blair Capital Management VII, L.P. The Reporting Person hereby disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.

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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