

CRYOCOR INC
Form 4
May 30, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
MPM BIOVENTURES II QP LP

2. Issuer Name and Ticker or Trading Symbol
CRYOCOR INC [CRYO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

BOSTON, MA 02116

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/28/2008		U		3,028,082	D	\$ 1.35 0
						I	See footnote (1)

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM BIOVENTURES GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET		X		

BOSTON, MA 02116

STEINMETZ MICHAEL

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET

BOSTON, MA 02116

X

EVNIN LUKE

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET

BOSTON, MA 02116

X

GALAKATOS NICHOLAS

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET

BOSTON, MA 02116

X

Signatures

By Luke Evnin, investment 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

05/30/2008

__Signature of Reporting Person

Date

By Luke Evnin, investment 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

05/30/2008

__Signature of Reporting Person

Date

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

05/30/2008

__Signature of Reporting Person

Date

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

05/30/2008

__Signature of Reporting Person

Date

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

05/30/2008

__Signature of Reporting Person

Date

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

05/30/2008

__Signature of Reporting Person

Date

/s/ Ansbert Gadicke

05/30/2008

__Signature of Reporting Person

Date

/s/ Michael Steinmetz

05/30/2008

__Signature of Reporting Person

Date

/s/ Luke Evnin

05/30/2008

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__Signature of Reporting Person

Date

/s/ Nicholas Galakatos

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).

The shares were held as follows: 2,038,512 by MPM BioVentures II-QP, L.P. ("BV II QP"), 224,984 by MPM BioVentures II, L.P. ("BV II"), 46,930 by MPM Asset Management Investors 2000B LLC ("AM 2000") and 717,656 by MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM II LLC") are the

- (1) direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler (who is a director of the issuer and files Section 16 reports separately) are the members of AM II LLC and AM 2000. Each of the filing persons disclaims beneficial ownership of the securities except to the extent of his or its respective 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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