CRYOCOR INC Form 4/A May 30, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

2005

0.5

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading William Blair Capital Management Issuer Symbol VII, LLC CRYOCOR INC [CRYO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_ Other (specify Officer (give title 303 W. MADISON SUITE 2500 05/28/2008 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

CHICAGO, IL 60606

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6.	7. Nature of
Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership	Indirect
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form:	Beneficial
(Month/Day/Year) (Instr. 8) Owned Direct (D)	Ownership
Following or Indirect	(Instr. 4)
Reported (I)	
(A) Transaction(s) (Instr. 4)	
or (Instr. 3 and 4)	
Code V Amount (D) Price (Mod. 3 and 1)	
C	By
Common Stock $05/28/2008$ $U = 1.944,961 \text{ D} = 1.35 $	Partnership
Stock $03/28/2008$ $0$ $1.35$	(2) (3)

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

05/28/2008

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number proof 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 a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Stock Option (right to buy)	\$ 6.69	05/28/2008		D	6,451	<u>(5)</u>	05/13/2017	Common Stock	6,451
Non-qualified Stock Option (right to buy)	\$ 2.35	05/28/2008		D	6,451	<u>(5)</u>	05/02/2016	Common Stock	6,451

# **Reporting Owners**

Reporting Owner Name / Address		Relationships				
		10% Owner	Officer	Other		
William Blair Capital Management VII, LLC 303 W. MADISON SUITE 2500 CHICAGO, IL 60606		X				
William Blair Capital Management VII, LP 303 W. MADISON SUITE 2500 CHICAGO, IL 60606		X				
BLAIR WILLIAM CAPITAL PARTNERS VII QP LP 303 W. MADISON SUITE 2500 CHICAGO, IL 60606		X				
BLAIR WILLIAM CAPITAL PARTNERS VII LP 303 W. MADISON SUITE 2500 CHICAGO, IL 60606		X				

## **Signatures**

Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII,	
L.L.C.	05/30/2008
**Signature of Reporting Person	Date
Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII,	
L.L.C., the general partner of William Blair Capital Management VII, L.P.	07/19/2005
**Signature of Reporting Person	Date

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Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII, OP, L.P.

07/19/2005

\*\*Signature of Reporting Person

Date

Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII, L.P.

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).
- (1) Represents 1,872,801 shares beneficially owned by William Blair Capital Partners VII QP, LP and 72,160 shares beneficially owned by William Blair Capital Partners VII LP.
  - The amounts shown in Table I and II represent the beneficial ownership of the Issuer?s equity securities by William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P., a portion of which may be deemed attributable to William Blair Capital Management VII, L.P., because William Blair Capital Management VII, L.P. is the
- (2) general partner of William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. and William Blair Capital Management VII, L.P. is the general partner of William Blair Capital Management VII, L.P. The actual pro rata portion of such beneficial ownership that may be deemed attributable to such Reporting Person is not readily determinable because it is subject to several variables.
- The Designated Filer is executing this report on behalf of 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. (collectively, the "Reporting Persons"), each of whom has authorized it to do so; each of the Reporting Persons disclaim beneficial ownership of the Issuer?s securities to the extent it exceeds such Reporting Person?s pecuniary interest.
- The Designated Filer is executing this report on behalf of William Blair Capital Management VII, L.L.C., William Blair Capital

  (4) Management VII, L.P., William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. (collectively, the "Reporting Persons"), each of whom has authorized it to do so.
- (5) This option will vest and become exercisable ratably on a monthly basis over a one-year period, beginning one month from date of grant.
  - Represents an option granted to Arda Minocherhomjee, a Director of the Issuer. Pursuant to contractual arrangements between Mr.
- Minocherhomjee and William Blair Capital Management VII, L.P. and among the Reporting Persons, the Reporting Persons may be deemed to have a pecuniary interest in such option. Each of the reporting Persons disclaims beneficial ownership of such option and the Issuer?s other securities except to the extent of its 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. 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.

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