CRYOCOR INC Form 4 April 15, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations 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

1(b).

(Print or Type Responses)

1. Name and A BRENNAN		_	2. Issuer Name and Ticker or Trading Symbol CRYOCOR INC [CRYO]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
9717 PACIFIC HEIGHTS BLVD.		TS BLVD.	(Month/Day/Year) 04/08/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO and President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN DIEGO, CA 92121				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			

		Tubi	1 11011		ciivative be	cuiiti	cs rrequ	in eu, Disposeu oi	, or Denemenan	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securities	s Acqu	iired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	on Date, if Transaction			on(A) or Disposed of (D)			Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4		(Instr. 3, 4 a	3, 4 and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
		•						Following	(Instr. 4)	(Instr. 4)
						(4)		Reported		
						(A)		Transaction(s)		
			G 1 1	. 7		or	ъ.	(Instr. 3 and 4)		
~			Code '	V	Amount	(D)	Price			
Common Stock	04/08/2008		A		300,000	A	<u>(1)</u>	478,408 (2)	D	

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 o Number o Shares
Incentive Stock Option (right to buy)	\$ 3.01	04/08/2008		D		187,500	(3)	03/23/2016	Common Stock	187,500
Incentive Stock Option (right to buy)	\$ 3.01	04/08/2008		D		187,500	<u>(4)</u>	03/23/2016	Common Stock	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	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

04/15/2008

**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).
- On April 8, 2008, the issuer canceled, pursuant to Section 3(b)(iii) of the 2005 Equity Incentive Plan, an option granted to the reporting person on March 24, 2006. In exchange for the option, the reporting person received a restricted stock award of 300,000 common shares.
- (2) Includes 483 common shares acquired under the Cryocor, Inc. 2005 Employee Stock Purchase Plan on March 14, 2008.
- (3) The canceled option provided for vesting ratably on a monthly basis over a four year period beginning April 24, 2006.
- The canceled option provided for performance based vesting: 30% (or 56,250 shares) vested upon the receipt of premarket approval from the United States Food and Drug Administration, or FDA, for the treatment of right atrial flutter (which occurred on August 1, 2007) and the remaining 70% (or 131, 250 shares) would have vested upon the receipt of premarket approval from the FDA for the treatment of atrial fibrillation.

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.

Reporting Owners 2