

ROSSELL HENRY
Form 4
December 01, 2006

FORM 4

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

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).

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 *
ROSSELL HENRY

2. Issuer Name and Ticker or Trading Symbol
CARDIOGENESIS CORP /CA
[CGCP.PK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 MUSICK
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP of Domestic Sales

IRVINE, CA 92618
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr.) |
|--------------------------------------|------------------------------------|------------------|------------|-----------------------------------------------------------------------------------|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------------|----------|
| Stock Option (Right to Buy) | \$ 0.47 | 03/15/2006 | | | A | | 500 | | <u>(1)</u> | 03/15/2016 | Common Stock | 500 | \$ |
| Stock Option (Right to Buy) | \$ 0.58 | 03/31/2006 | | | A | | 500 | | <u>(2)</u> | 03/31/2016 | Common Stock | 500 | \$ |
| Stock Option (Right to Buy) | \$ 0.25 | 05/31/2006 | | | A | | 500 | | <u>(3)</u> | 05/31/2016 | Common Stock | 500 | \$ |
| Stock Option (Right to Buy) | \$ 0.38 | 06/12/2006 | | | A | | 500 | | <u>(4)</u> | 06/12/2016 | Common Stock | 500 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSSELL HENRY 11 MUSICK IRVINE, CA 92618 | | | Senior VP of Domestic Sales | |

Signatures

/s/ Henry R.
Rossell

12/01/2006

**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) Shares subject to the option vest 100% on March 15, 2007

(2) Shares subject to the option vest 100% on March 31, 2007

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(3) Shares subject to the option vest 100% on May 31, 2007

(4) Shares subject to the option vest 100% on June 12, 2007

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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