

STEINMETZ MICHAEL

Form 4

April 25, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MPM BIOVENTURES II QP LP

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT, 200
CLARENDON STREET, 54TH
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CRYOCOR INC [CRYO]

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

04/24/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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)
Common Stock	04/24/2007		P	(A) or (D) A	96,551 (1) \$ 5.14	3,028,082	I
							See footnote (2)

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrant (Right to Buy)	\$ 5.14	04/24/2007		P		53,101 (3)		10/24/2007	04/24/2012	Common Stock	53,101

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, 54TH FLOOR BOSTON, MA 02116		X		
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM BIOVENTURES GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
		X		

GADICKE ANSBERT
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

STEINMETZ MICHAEL
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

X

EVNIN LUKE
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

X

GALAKATOS NICHOLAS
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
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

04/24/2007

__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

04/24/2007

__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

04/24/2007

__Signature of Reporting Person

Date

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

04/24/2007

__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

04/24/2007

__Signature of Reporting Person

Date

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

04/24/2007

__Signature of Reporting Person

Date

/s/ Ansbert Gadicke

04/24/2007

__Signature of Reporting Person

Date

/s/ Michael Steinmetz

04/24/2007

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__Signature of Reporting Person

Date

/s/ Luke Evnin

04/24/2007

__Signature of Reporting Person

Date

/s/ Nicholas Galakatos

04/24/2007

__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 purchased as follows: 64,999 by MPM BioVentures II-QP, L.P. ("BV II QP"), 7,173 by MPM BioVentures II, L.P. ("BV II"), 1,496 by MPM Asset Management Investors 2000B LLC ("AM 2000") and 22,883 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 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 are the members of AM II LLC and AM 2000. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (1) The shares are held as follows: 2,038,512 by BV II QP, 224,984 by BV II, 46,930 by AM 2000 and 717,656 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (2) The warrants were purchased and are held as follows: 35,749 by BV II QP, 3,945 by BV II, 822 by AM 2000 and 12,585 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (3)

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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