

BLAIR WILLIAM CAPITAL PARTNERS VII QP LP

Form 4

July 20, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
William Blair Capital Management
VII, LLC

(Last) (First) (Middle)

303 W. MADISON SUITE 2500

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	07/19/2005		C	1,645,408 ⁽²⁾	A ⁽³⁾ 1,848,408 ⁽⁴⁾	I	See Footnote ⁽⁵⁾

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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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Redeemable Convertible Preferred Stock	(3)	07/19/2005		C		45,362,904	(6)	(7)	(8)	Common Stock	1,64

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	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.

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.

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, QP, 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).

- 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.
- (1) Represents 1,584,364 shares beneficially owned by William Blair Capital Partners VII QP, LP and 61,044 shares beneficially owned by William Blair Capital Partners VII LP.
- (2) Convertible at 0.036272 share of Common for 1 share of Preferred.

- (3) Represents 1,779,831 shares beneficially owned by William Blair Capital Partners VII QP, LP and 68,577 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.L.C. and William Blair Capital Management VII, L.P., because William Blair Capital Management VII, L.P. is the 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.L.C. 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.

- (4) Represents 43,976,940 shares beneficially owned by William Blair Capital Partners VII QP, LP and 1,682,964 shares beneficially owned by William Blair Capital Partners VII LP.
- (5) Immediate.
- (6) Not applicable.

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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