CRYOCOR INC Form 4 May 12, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

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

January 31, Expires:

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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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) CRYOCOR INC [CRYO]

(Check all applicable)

(Street)

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

05/03/2006

10% Owner Other (specify

303 W. MADISON SUITE 2500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Director

Officer (give title

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

below)

CHICAGO, IL 60606

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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)

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

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	Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 2.35	05/03/2006	A		6,451		06/03/2006(2)	05/02/2016	Common Stock	6,451

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting Owner Name / Address		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

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Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII,	
L.L.C.	05/12/2006
**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

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Date

**Signature of Reporting Person

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
- (1) 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.
- (2) This option will vest and become exercisable ratably on a monthly basis over a one-year period, beginning June 3, 2006.
 - Represents an option granted to Arda Minocherhomjee, a Director of the Issuer. Pursuant to contractual arrangements between Mr.
- (3) 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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