

Cardiogenesis Corp /CA
Form 4
May 17, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANIGAN RICHARD P

(Last) (First) (Middle)

11 MUSICK

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cardiogenesis Corp /CA [CGCP.PK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive VP, Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/17/2011		D		231,895	D	<u>11</u> 0

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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.01	05/17/2011		D	13,890	<u>(2)</u>	08/02/2011	Common Stock	13,890
Stock Option (right to buy)	\$ 0.91	05/17/2011		D	22,917	<u>(2)</u>	05/31/2012	Common Stock	22,917
Stock Option (right to buy)	\$ 0.91	05/17/2011		D	14,583	<u>(2)</u>	05/31/2012	Common Stock	14,583
Stock Option (right to buy)	\$ 1.01	05/17/2011		D	11,110	<u>(2)</u>	08/02/2011	Common Stock	11,110
Stock Option (right to buy)	\$ 0.32	05/17/2011		D	74,332	<u>(2)</u>	01/07/2013	Common Stock	74,332
Stock Option (right to buy)	\$ 0.32	05/17/2011		D	58,802	<u>(2)</u>	01/07/2013	Common Stock	58,802
Stock Option (right to buy)	\$ 0.7	05/17/2011		D	83,333	<u>(2)</u>	06/24/2013	Common Stock	83,333
Stock Option (right to buy)	\$ 0.7	05/17/2011		D	16,667	<u>(2)</u>	06/24/2013	Common Stock	16,667
Stock Option (right to buy)	\$ 1.03	05/17/2011		D	50,000	<u>(2)</u>	02/26/2014	Common Stock	50,000
	\$ 0.54	05/17/2011		D	75,000	<u>(2)</u>	01/14/2015		75,000

Stock
Option
(right to
buy)

Common
Stock

Stock
Option
(right to
buy)

\$ 0.5

05/17/2011

D

100,000

(2)

03/21/2016

Common
Stock

100,000

Stock
Option
(right to
buy)

\$ 0.3

05/17/2011

D

150,000

(2)

01/03/2017

Common
Stock

150,000

Stock
Option
(right to
buy)

\$ 0.13

05/17/2011

D

250,000

(2)

02/23/2019

Common
Stock

250,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

LANIGAN RICHARD P
11 MUSICK
IRVINE, CA 92618

Executive VP, Marketing

Signatures

/s/ William R. Abbott by power of attorney for reporting
person

05/17/2011

 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).

Disposed of pursuant to that certain Amended and Restated Agreement and Plan of Merger, dated April 14, 2011, by and among
(1) CryoLife, Inc., CL Falcon, Inc., and Cardiogenesis Corporation in exchange for cash consideration equal to \$0.457 per share on the effective date of the merger (the "Merger"). This transaction is exempt under Rule 16b-3(e).

(2) Option cancelled pursuant to the Merger in exchange for cash consideration equal to the difference between \$0.457 and the exercise price of the Option multiplied by the number of Options canceled. This transaction is exempt under Rule 16b-3(e).

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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