

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Anderson, Steven G.
 2211 New Market Parkway
 Suite 142
 Marietta, GA 30067
 USA
2. Issuer Name and Ticker or Trading Symbol
 CryoLife, Inc.
 CRYL
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 September/1996
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director (X) 10% Owner (X) Officer (give title below) () Other
 (specify below)
 President, CEO and Chairman
7. Individual or Joint/Group Filing (Check Applicable Line)
 () Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	09/17/1996	M	20,000	A	\$3.85	1,037,000	D	
						110,000	I	by Spouse

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership	
Option	\$3.85	09/17/1996	M	20,000	D	* 12/16/1999 Common Stock	20,000	N/A	60,000	D	

Explanation of Responses:

* Option vests over a five year period becoming exercisable in 20% increments each year 90 days prior to the anniversary date of the Grant Date [12/16/94], 20% on 9/17/95; 40% on 9/17/96; 60% on 9/17/97, 80% on 9/17/98, and 100% on 9/17/99.

SIGNATURE OF REPORTING PERSON

Steven G. Anderson

DATE

10/01/96