

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

CryoLife, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value

(Title and Class of Securities)

228 903 100

(CUSIP Number)

196477.1

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CUSIP NO. 228 903 100

(1) Names of Reporting Persons S.S. or I.R.S. Identification
Nos. of Above Persons

Steven G. Anderson
SS# 475-38-6842

(2) Check the Appropriate Box if a Member of a Group

(a) ____.

(b) ____.

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of
Shares Beneficially
Owned by Each
Reporting Person With *
(5) Sole Voting Power - 1,043,470**
(6) Shared Voting Power - 104,510***
(7) Sole Dispositive Power - 1,043,470**

(8) Shared Dispositive Power -104,510***

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,147,980 shares* ** ***

(10) Check if Aggregate Amount in Row (9) Excludes Certain Shares_____.

(11) Percent of Class Represented by Amount in Row 9

12.0 percent*

(12) Type of Reporting Person

IN

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* Reflects a two-for-one stock split effected on June 28, 1996.

** Includes 8000 shares subject to options which became exercisable on February 3, 1997.

*** Includes 104,510 shares owned by Mr. Anderson's spouse.

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Item 1(a). Name of Issuer:

CryoLife, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1655 Roberts Boulevard, NW,
Kennesaw, Georgia 30144

Item 2(a). Name of Person Filing:

See item (1) of the cover pages

Item 2(b). Address of Principal Business Office:

1655 Roberts Boulevard, NW,
Kennesaw, Georgia 30144

Item 2(c). Citizenship:

See item (4) of cover pages

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 Par Value

Item 2(e). CUSIP Number:

228 903 100

Item 3. Nature of Person Filing:

Not applicable

Item 4. Ownership:

(a) Amount Beneficially Owned:

See item (9) of cover pages

(b) Percent of Class:

See item (11) of cover pages

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

See item (5) of cover pages

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(ii) shared power to vote or to direct the vote:

See item (6) of cover pages

(iii) sole power to dispose or to direct the disposition of:

See item (7) of cover pages

(iv) shared power to dispose or to direct the disposition of:

See item (8) of cover pages

Item 5. Ownership of Five Percent or Less of Class:

[]

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

Not applicable

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Signature.

After reasonable inquiry the undersigned certifies that to the best of his knowledge and belief the information set forth in this statement is true, complete and correct.

/s/ Steven G. Anderson

Steven G. Anderson

February 5, 1997

Date

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