

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person

ASHMORE, SIDNEY B.  
 1655 Roberts Blvd., N.W.  
 Kennesaw, GA 30144  
 USA

2. Issuer Name and Ticker or Trading Symbol

CRYOLIFE, INC.  
 CRY

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice President of Marketing

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) 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	5. Amount of Securities Beneficially Owned at End of Year A/D Price	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock				12,219 (1)	D	

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 A/Expiration Date	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 Year	10. Nature of Indirect Ownership	11. Nature of Indirect Beneficial Ownership
Stock Option	\$29.25	1-9-02	A	10,000	A (2) 7-9-07	Common Stock	10,000	N/A	10,000	D

Explanation of Responses:

(1) Includes 1,455 shares acquired under the CryoLife, Inc. stock purchase plan during 2002.

(2) Option vests annually in 20% increments over five years beginning on first anniversary of grant date.

SIGNATURE OF REPORTING PERSON

/s/ Sidney B. Ashmore

DATE

February 5, 2003