FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* LEE DAVID ASHLEY				suer Name and Tick			Symbol		Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) CRYOLIFE, INC.	(First)		ate of Earliest Trans 17/2008	action (M	lonth	/Day/Year)	X	Officer (give title below)		(specify			
1655 ROBERTS BLVD., N.W.					Amendment, Date of	of Origina	I File	d (Month/Day/	6. Indi	ividual or Joint/Group Filing (Check Applicable			
(Street) KENNESAW	GA	30144				·			Line)	Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)											
	Ta	able I - N	lon-Deriva	ative	Securities Acc	uired,	Dis	posed of, o	or Ben	eficially	Owned		
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day/		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(111301. 4)	(msu. 4)
Common Stock			08/07/20	800		M ⁽¹⁾		10,000	A	\$5.03	118,716	D	
Common Stock			08/07/20	800		S ⁽¹⁾		2,100	D	\$13.71	116,616	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,400	D	\$13.72	115,216	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,376	D	\$13.73	113,840	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,709	D	\$13.74	112,131	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,717	D	\$13.75	110,414	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,918	D	\$13.76	108,496	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,490	D	\$13.77	107,006	D	
Common Stock			08/07/20	800		S ⁽¹⁾		1,700	D	\$13.78	105,306	D	
Common Stock			08/07/20	800		S ⁽¹⁾		600	D	\$13.79	104,706	D	
Common Stock			08/07/20	800		S ⁽¹⁾		690	D	\$13.8	104,016	D	
Common Stock			08/07/20	800		S ⁽¹⁾		300	D	\$13.82	103,716	D	
Common Stock			08/07/20	800		S ⁽¹⁾		500	D	\$14	103,216	D	
Common Stock			08/11/20	800		M ⁽¹⁾		10,000	A	\$5.03	113,216	D	
Common Stock			08/11/20	800		S ⁽¹⁾		11,533	D	\$14	101,683	D	
Common Stock			08/11/20	800		S ⁽¹⁾		747	D	\$14.01	100,936	D	
Common Stock											1,700	I	By Parents ⁽²⁾
Common Stock											1,500	I	By Children

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
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. Transact Code (In 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$5.03	08/07/2008		M ⁽¹⁾			10,000	05/04/2007 ⁽³⁾	11/04/2011	Common Stock	10,000	\$0	240,000	D	
Stock Option	\$5.03	08/11/2008		M ⁽¹⁾			10,000	05/04/2007 ⁽³⁾	11/04/2011	Common Stock	10,000	\$0	230,000	D	

Explanation of Responses:

- 1. The sales and option exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 16, 2008.
- 2. The reporting person holds 1,700 shares indirectly through parents for which the reporting person has power of disposition only and disclaims beneficial ownership. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other reason.
- 3. The options will become exercisable subject to the Reporting Person remaining continuously employed by CryoLife as follows: 50,000 shares will become exercisable on the first anniversary of the option grant date of May 4, 2006 and 50,000 more shares will become subject to exercise on each subsequent anniversary thereof until all 250,000 shares (100% of the option) are subject to exercise. The option will have a term of 66 months but the option may terminate earlier as stated in the option document. The right to exercise will accelerate for all shares subject to the option agreement if, during the term of the Reporting Person's employment agreement and during the Reporting Person's continuous employment, (i) CryoLife terminates the Reporting Person's employment other than for cause, death or disability, (ii) the Reporting Person terminates employment for good reason, or (iii) the Reporting Person becomes entitled to receive a retention payment under his employment agreement.

Remarks:

/s/ D. A. Lee 08/11/2008

** Signature of Reporting Person Date

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

- * 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).

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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