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).

 Name and Address of Reporting Person ASHMORE, SIDNEY B. 1655 Roberts Blvd., N.W.

Kennesaw, GA 30144

USA

Issuer Name and Ticker or Trading Symbol CRYOLIFE, INC.

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year
 08/31/2002
- 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 Filing (Check Applicable Line)
 - (X) Form filed by One Reporting Person
 - () Form filed by More than One Reporting Person

1. Title of Security	2. 3. 4.Securities Transaction or Disposed	*	5.Amount of Securities Beneficially	6.Dir 7.Nature of Indirect ect Beneficial Ownership (D)or		
		A/ D Price	Owned at	Indir ect(I)		
Common Stock	1 1 1 1	1 1	110,764	D		

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or Exer	1	1	- 1	rities Acc	qui	Expi	ation	Secu	rities	vative	tive	ect Beneficial
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 ${\tt Explanation \ of \ Responses:}$

(1) Stock option vests twenty percent per year beginning on first anniversary of grant date.

SIGNATURE OF REPORTING PERSON

/s/ Sidney B. Ashmore

DATE

September 3, 2002