

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

COOK, JOHN M.  
 c/o CryoLife, Inc.  
 1655 Roberts Boulevard, N.W.  
 Kenesaw, 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

12/31/2001

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

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

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

Director

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

(X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired or Disposed of (A) Amount	5. Amount of Securities Beneficially Owned at End of Year Price	6. Director or Indirect Beneficial Ownership (D or Indir)	7. Nature of Indirect Beneficial Ownership (I)
Common Stock				19,500	I	By LLC controlled by reporting person

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Derivative Acquired or Disposed of (A) Amount	5. Number of Derivative Securities Acquired or Disposed of (D) Able	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 Securities Price	9. Number of Derivative Securities Number	10. Director or Indirect Beneficial Ownership (D or Indir)	11. Nature of Indirect Beneficial Ownership (I)
Non-qualifying Stock Option	\$31.99	5-17-01	10,000	10,000	5-17-01 to 5-17-06	Common Stock 10,000	N/A	10,000	D	
Non-qualifying Stock Option	\$31.99	5-18-01	7,500	7,500	5-18-01 to 5-18-06	Common Stock 7,500	N/A	7,500	D	

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

/s/ John M. Cook

DATE

February 11, 2002