

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).

1. Name and Address of Reporting Person

LACY, VIRGINIA C.
 c/o CryoLife, Inc.
 1655 Roberts Boulevard, N.W.
 Kennesaw, GA 30144

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

5/2000

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)

7. Individual or Joint/Group Filing (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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month A/D Price	6. Director or Indirect Beneficial Owner (D or I)	7. Nature of Indirect Beneficial Ownership

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year) A/Exercise 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 Month	10. Director or Indirect Beneficial Owner (D or I)	11. Nature of Indirect Beneficial Ownership
Option	17.25	5-26-00	A	10,000	5-26-05 (1)	Common Stock 10,000	N/A	10,000	D	
Option	17.25	5-30-00	A	5,000	5-30-05 (1)	Common Stock 5,000	N/A	5,000	D	

Explanation of Responses:

(1) Options are fully vested.

SIGNATURE OF REPORTING PERSON

/s/ Virginia C. Lacy
 Virginia C. Lacy

DATE

September 28, 2000