

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL 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 Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>ANDERSON STEVEN G</u> (Last) (First) (Middle) CRYOLIFE, INC. 1655 ROBERTS BOULEVARD, NW (Street) KENNESAW GA 30144 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRYOLIFE INC [CRY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO and Chairman</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2002</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/14/2003</u>		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/07/2000		P4 ⁽¹⁾	375 ⁽²⁾	A	\$10.66 ⁽²⁾	108,274	I	By Spouse
Common Stock	06/22/2001		P4 ⁽¹⁾	50	A	\$30	108,324	I	By Spouse
Common Stock	05/23/2002		P4 ⁽¹⁾	200	A	\$30	108,524	I	By Spouse
Common Stock	06/25/2002		P4 ⁽¹⁾	200	A	\$25	108,724	I	By Spouse
Common Stock	11/11/2002		G5	100	D	⁽³⁾	108,624	I	By Spouse
Common Stock							1,106,362	D	
Common Stock							183,319	I	By Trust ⁽⁴⁾
Common Stock							225,000	I	By Trust ⁽⁴⁾

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Private purchases of shares from family members were made by the reporting person's spouse within six (6) months of sales of shares by the reporting person which occurred on May 18, 2001, May 14, 2001, June 6, 2001, May 1, 2002, and May 2, 2002. The reporting person's aggregate deemed short-swing profit of \$1,383.31 from these transactions has been paid by the reporting person's spouse to the Company. All prior filings are deemed to be amended by this filing.
- Share prices and amounts reflect a 3 for 2 stock split which occurred on December 27, 2000.
- Shares were gifted to a family member by reporting person's spouse.
- Shares are held indirectly by reporting person as sole trustee of a grantor retained annuity trust as to which reporting person is the sole income beneficiary.

Remarks:

Steven G. Anderson 09/12/2003
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.