

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

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. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	08/05/2008		s <sup>(1)</sup>		800	D	\$13.18	1,086,024	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		200	D	\$13.19	1,085,824	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		3,100	D	\$13.2	1,082,724	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,100	D	\$13.21	1,081,624	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		500	D	\$13.22	1,081,124	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		600	D	\$13.24	1,080,524	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,200	D	\$13.25	1,079,324	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		400	D	\$13.26	1,078,924	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,200	D	\$13.29	1,077,724	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		100	D	\$13.3	1,077,624	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		2,500	D	\$13.31	1,075,124	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,000	D	\$13.33	1,074,124	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		100	D	\$13.34	1,074,024	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		2,929	D	\$13.35	1,071,095	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		300	D	\$13.36	1,070,795	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		800	D	\$13.37	1,069,995	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,477	D	\$13.4	1,068,518	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		600	D	\$13.41	1,067,918	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,000	D	\$13.47	1,066,918	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		2,194	D	\$13.5	1,064,724	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		100	D	\$13.51	1,064,624	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		600	D	\$13.52	1,064,024	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		1,400	D	\$13.54	1,062,624	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		200	D	\$13.55	1,062,424	D	
Common Stock	08/05/2008		s <sup>(1)</sup>		600	D	\$13.56	1,061,824	D	
Common Stock								30,592	I	By Trust

**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 Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock								35,836	I	By Trust
Common Stock								200,000	I	By Trust
Common Stock								107,924	I	By Spouse

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2008.

**Remarks:**

/s/ Steven G. Anderson                      08/06/2008

\*\* 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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