

<b>OMB APPROVAL</b>	
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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* <b>SEERY GERALD B</b> <hr/> (Last) (First) (Middle) <b>CRYOLIFE</b> <b>1655 ROBERTS BOULEVARD, NW</b> <hr/> (Street) <b>KENNESAW GA 30144</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CRYOLIFE INC [ CRY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. VP, Sales and Marketing</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/15/2008</b>	
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	09/15/2008		M		5,500	A	\$6.21	24,835	D	
Common Stock	09/15/2008		S <sup>(1)</sup>		1,940	D	\$12.5973 <sup>(2)</sup>	22,895	D	
Common Stock	09/15/2008		S <sup>(1)</sup>		3,060	D	\$13.5958 <sup>(3)</sup>	19,835	D	
Common Stock	09/15/2008		S <sup>(1)</sup>		500	D	\$14.91	19,335	D	

**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						Title
Stock Option	\$6.21	09/15/2008		M		5,500		03/24/2004 <sup>(4)</sup>	09/24/2008	Common Stock	5,500	\$0	0	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2007, as amended on March 14, 2008.
- \$12.5973 is the weighted average price for a range of sales between \$12.24 and \$13.24. Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- \$13.5958 is the weighted average price for a range of sales between \$13.26 and \$13.90. Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Stock option vests in 20% increments beginning on first anniversary of grant date (March 24, 2003).

**Remarks:**

/s/ D.A. Lee, as Attorney-in-Fact for Gerald B. Seery 09/16/2008

\*\* 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.

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.

## CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated the Chief Executive Officer or the Chief Financial Officer of CryoLife, Inc. to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of CryoLife, Inc. The authority of the Chief Executive Officer or the Chief Financial Officer of CryoLife, Inc. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of CryoLife, Inc., unless earlier revoked in writing. The undersigned acknowledges that the Chief Executive Officer or the Chief Financial Officer of CryoLife, Inc. are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated as of 9/11, 2008

/s/ Gerald B. Seery  
Gerry B. Seery