

CRYOCOR INC
Form 4
July 18, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORBIMED ADVISORS LLC

2. Issuer Name and Ticker or Trading Symbol
CRYOCOR INC [CRYO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
767 3RD AVENUE, 30TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2005

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	07/13/2005		S	V Amount (A) or (D) Price	135,000 A \$ 11,231,936	I	FN, 1, 2, 3 <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 767 3RD AVENUE 30TH FLOOR NEW YORK, NY 10017	X	X		
ORBIMED CAPITAL II LLC 787 THIRD AVE 30TH FL NEW YORK, NY 10017	X	X		
ISALY SAMUEL D 757 THIRD AVENUE NEW YORK, NY 10017	X	X		

Signatures

Samuel D. Isaly 07/15/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

As of the close of business on July 13, 2005, Reporting Persons held 1,231,936 shares of common stock, on behalf of other persons who have the right to receive or the power to direct the receipt of dividends from, or proceeds from sale of, such securities. Of the 1,213,936 shares, Caduceus Private Investments, LP ("Caduceus"), OrbiMed Associates LLC ("Associates") and UBS Juniper Crossover Fund, LLC

- (1) ("Juniper") directly holds 825,408, 17,096 and 389,432 shares, respectively. OrbiMed Advisors LLC ("Advisors"), pursuant to its authority under its investment advisory contracts with Juniper, may be considered to hold indirectly 389,432 shares of common stock and OrbiMed Capital LLC ("Capital"), pursuant to its authority under its investment advisory contract with Caduceus and Associates, may be considered to hold indirectly 842,504 shares of commons stock.
- (2) Advisors and Capital are registered advisers under the Investment Advisers Act of 1940, as amended, that act as investment advisers to certain collective investment funds which hold Shares of the Issuer. Samuel D. Isaly, a natural person, owns controlling interests in Advisors and Capital. Advisors acts as investment adviser to Juniper. Capital acts as investment adviser to Caduceus and Associates.

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Pursuant to these agreements and relationships, Advisors and Capital have discretionary investment management authority with respect to the assets of Caduceus, Associates, and Juniper. Such authority includes the power to vote and otherwise dispose of securities purchased by Caduceus, Associates and Juniper. The Reporting Persons may be deemed to be a director of the issuer by virtue of their having nominated a representative, now Robert J. Adelman, to serve on the issuer's board of directors.

- The Reporting Persons disclaim beneficial ownership of the these securities except to the extent of their pecuniary interest therein, and
- (3) this report shall not be deemed an admission that the Reporting Person are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.

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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