FORM 5

___Check 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

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0362 Expires: January 31, 2005

OMB APPROVAL

Expires: January 31, 2005 Estimated average burden hours per response. . . 1.0

			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
1. Name and Address of Reporting Person Cornwall Bryan (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol MacroPore Biosurgery, Inc. 'XMP' Frankfurt Stock Exchange	4. Statement for Month/Year December 31, 2002	Director 10% Owner Officer (give title below) Other (specify below) Vice President of Research and Technology - Bio-Materials
6740 Top Gun Street (Street) San Diego CA 92121 (City) (State) (Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Reporting (check applicable line) <u>X</u> 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 (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) Amount (A) or (D) Price			5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

(e.g., puts, calls, warrants, options, convertible securities)														
			3A.		Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		1 1	9. Number of		
1. Title of Derivative Security	2. Conver sion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/Year)	Deemed Execution Date, if any (Month/ Day/Year)	4. Transaction Code (Instr. 8)	(A)	(D)	Date Exercisable	Expiration Date	Title		8. Price of Derivative Security	Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Options (Rights to Buy)	3.09	2/08/02		A	25, 000		3/08/02 (1)	2/08/12	Common Stock	25,000		125,000	D	

/s/ Bryan Cornwall
** Signature of Reporting Person

Signature of Reporting Person

** 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 provided is insufficient, *see* Instruction 6 for procedure.

http://www.sec.gov/divisions/corpfin/forms/form5.htm Last update: 09/03/2002 2/13/03 Date