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 APPROVAL

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| | | | 6. Relationship of Reporting Person(s) to Is (Check all applicable) | ssuer | | | |
|---|--|-----------------------------|--|-----------------------|--|--|--|
| | Issuer Name and Ticker or Trading Symbol | | | | | | |
| 1. Name and Address of Reporting Person | MacroPore Biosurgery, Inc. | | X Director | 10% Owner | | | |
| Calhoun, Christopher | XMP Frankfurt Stock Exchange | 4. Statement for Month/Year | $\underline{\mathbf{X}}$ Officer (give title below) | Other (specify below) | | | |
| (Last) (First) (Middle) | | December 31, 2002 | Chief Executive Officer, President | | | | |
| 6740 Top Gun Street | 3. I.R.S. Identification | | | | | | |
| (Street) | Number of Reporting Person, if an entity | 5. If Amendment, Date of | 7. Individual or Joint/Group Reporting (check applicable line) | | | | |
| San Diego, CA 92121 | (voluntary) | Original (Month/Year) | $\underline{\mathbf{X}}$ Form Filed by One Reporting Person | | | | |
| (City) (State) (Zip) | | | Form Filed by More than One Reporting | g 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) |
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

| | 34. | | Disposed of (D) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | 9. Number of | | | | |
|---|--|---|--|--------------------------------------|---------|-----|---|--------------------|-----------------|----------------------------------|---|---|---|--|
| 1. Title of Derivative Security (Instr. 3) | 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 | Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | 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 (Right to Buy) | 3.09 | 2/08/02 | | A | 205,000 | | 3/08/02 (1) | 2/08/12 | Common Stock | 205,000 | | 623,750 | D | |
| | | | | | | | | | | | | | | |
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| /s/ Christopher Calhoun | 02/13/03 | | | | |
|---|----------|--|--|--|--|
| ** Signature of Reporting Person | Date | | | | |

** 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