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 (Check all applicable)) to Issuer
1. Name and Address of Reporting Person Scott Matthew (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 X Officer (give title below)	10% Owner Other (specify below)
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) X Form Filed by One Reporting Pers Form Filed by More than One Rep	on

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)

^{*} 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)

			Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number				
1. Title of Derivative Security	Derivative	3. Transaction Date (Month/	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	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	25,000		3/08/02 (1)	2/08/12	Common Stock	25,000		115,000	D	

Explanation of Responses:

(1) Employee Stock Options vest 1/48th each month from the date of grant.

/s/ Matthew Scott 2/13/03

** 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