

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

FORM 4

OMB APPROVAL

o 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

OMB Number: 3235-0287  
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(Print or Type Responses)

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Cornwall Bryan			MacroPore Biosurgery, Inc.		___ Director                      ___ 10% Owner	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person (voluntary)		<input checked="" type="checkbox"/> Officer (give title below)                      ___ Other (specify below)	
6740 Top Gun Street					Vice President of Research and Technology - Bio-Materials	
(Street)			4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)	
			January, 28 2003		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
San Diego CA 92121			5. If Amendment, Date of Original (Month/Day/Year)		<input type="checkbox"/> Form filed by More than One Reporting Person	
(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 Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or Price (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)
Employee Stock Option (Rights to Buy)	4.35	1-28-03		A	(A) (D) 25,000	Date Exercisable 2-28-03 (1) Expiration Date 1-28-13

7. Title and Amount of Underlying Securities (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 of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	25,000	N/A	150,000	D

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

Bryan Cornwall

01/30/03

**\*\*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 5(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.