FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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

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

OMB APPROVAL

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_							30(h) of the In			oany Act c	1940				_		
 Name and Address of Reporting Person* Scott Matthew 				Issuer Name and Ticker or Trading Symbol MacroPore Biosurgery, Inc.							6.	Relationship of Report applicable)Director		ting Person(s) to Issuer (Check all 10% Owner			
_	(Last) 6740 Top Gun Stre	(F		fiddle)	3. I.R.S. I	dentificat	entification Number of g Person (voluntary)			Statement for Month/Day/Year January, 28 2003		_		X Officer (give title below) Vice President of Sale		Other (specify below)	
	San Diego	(Stree	92121						5.	If Amend Original (Month/D	lment, Date	e of	7.	Individual or Joint/Gr (Check Applicable Li X Form filed by Form filed by M Reporting Person	ine) One	Reporting Persor	1
	(City)	(State)	(Zip)	Т	able I — Non-	Derivativ	ve Securities	Acquire	d, Dis	oosed of, o	or Benefici	ally O	wned	ı			
1.	Title of 2. Security (Instr. 3)			Da	eemed Executio		Transaction Code (Instr. 8)			Securities Disposed ((Instr. 3, 4	of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	F (1	Ownership 7 Form: Direct D) or Indirect I) Instr. 4)	. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Month	/Day/Year)	(M	Ionth/Day/Year)	Code	V		Amount	(A) or (D)	Price					
_																	
_															_		
_															_		
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					Table II — Do		Securities A					ly Ow	ned				
1.	Title of Derivative Security (Instr. 3)	2.	Conversion or 3. Exercise Price of Derivative Security	3. Transa (Montl	ansaction Date onth/Day/Year)	3A.	Deemed Ex Date, if any (Month/Day	y		. Transaction Code (Instr. 8)		e 5.	Secu Disp	umber of Derivative curities Acquired (A) or sposed of (D) str. 3, 4 and 5)		Date Exercisable and Expiratio Date (Month/Day/Year)	
										Code	V		(A)	(D)		Date Exercisable	Expiration Date
	Employee Stock Option (Rights to Bu	ıy)	4.35	1-28-0	3					A			25,00	00		2-28-03 (1)	1-28-13
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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((Instr. 4)		Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)		Nature of Indirect Beneficial Ownership (Instr. 4)
	Title Amount or Number of Shares										
Common		tock	25,000		N/A		140,000		D		
Exp	lanation of Re	esponses: (1) Em	ployee Stock Options vest 1/48		nonth from the date of grant.						
Matthew								01/30/03			
	**Signature of Reporting Person								Date		
	Reminder:	r: 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, <i>see</i> 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 copie	s of this Form, one of which m	nust be m	see Instruction 6 for pro-	cedure.					
	://www.sec.go update: 09/0		fin/forms/form4.htm								