DANCE STEPHEN G
Form 5/A
April 02, 2003

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, DC 20549**

[ ] Check this box if no longer
subject
to Section 16. Form 4 or Form 5

[ X ] obligations may continue.
*See*
Instruction 1(b).

[ X ] Form 3 Holdings Reported

Form 4 Transactions Reported

## 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
OMB Number:  3235-0362
Expires:  January 31, 2005
Estimated average burden hours per
response.........0.5

| 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) | | |
|---|---|---|---|---|
| | | | Director | 10% Owner |
| **Dance         Stephen         G.** | **SangStat Medical Corporation (SANG)** | X | Officer (give title below) | Other (specify below) |
| | | **Chief Financial Officer** | | |

| (Last)       (First)       (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Year **2002** | 7. Individual or Joint/Group Reporting (check applicable line) | |
|---|---|---|---|---|
| **c/o SangStat Medical Corporation 6300 Dumbarton Circle** | | 5. If Amendment, Date of Original (Month/Year) **February 6, 2003** | X | Form Filed by One Reporting Person |
| (Street) | | | | Form Filed by More than One Reporting Person |
| **Fremont,      CA      94555** | | | | |

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**form displays a
currently valid OMB control number.**

| FORM 5 (continued) | 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) | | 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 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) |
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Option to purchase Common Stock** | **$19.38** | **2/20/02** | | **A** | **30,000** | | **(1)** | **2/20/12** | **Common Stock** | **30,000** | | **30,000** | **D** | |
| **Option to purchase Common Stock** | **$15.00** | **12/4/02** | | **A** | **10,000** | | **(1)** | **12/4/12** | **Common Stock** | **10,000** | | **10,000** | **D** | |
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Explanation of Responses:

(1)  Twenty-five percent (25%) shall vest after one year.  The remaining options shall vest in equal monthly installments over 36 months, contingent upon continu

|  /s/ Tamiko F. Lewis  |  4/2/03  |
|---|---|
| **Tamiko F. Lewis Attorney-in-Fact for Stephen G. Dance | 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 is insufficient,
    s*ee* Instruction 6 for procedure.

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