

DANCE STEPHEN G  
Form 5/A  
April 02, 2003

**FORM 5**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

[ X ] See Instruction 1(b).

[ X ] Form 3 Holdings Reported

Form 4 Transactions Reported

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*  <b>Dance Stephen G.</b>	2. Issuer Name and Ticker or Trading Symbol  <b>SangStat Medical Corporation (SANG)</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner					
			<input checked="" type="checkbox"/>	Officer (give title below)			Other (specify below)		
				<b>Chief Financial Officer</b>					
(Last) (First) (Middle)  <b>c/o SangStat Medical Corporation 6300 Dumbarton Circle</b>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year  <b>2002</b>		7. Individual or Joint/Group Reporting (check applicable line)					
(Street)  <b>Fremont, CA 94555</b>		5. If Amendment, Date of Original (Month/Year)  <b>February 6, 2003</b>		<input checked="" type="checkbox"/>	Form Filed by One Reporting Person				
(City) (State) (Zip)				<input type="checkbox"/>	Form Filed by More than One Reporting Person				
<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
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			

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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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	

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 continuation of employment.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\_\_\_\_\_  
/s/ Tamiko F. Lewis  
\*\*Tamiko F. Lewis  
Attorney-in-Fact for Stephen G. Dance

\_\_\_\_\_  
4/2/03  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.