CRDENTIA CORP Form 4/A October 14, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * TONEY C FRED

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

CRDENTIA CORP [CRDE]

(Check all applicable)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

09/30/2004

_ 10% Owner _X__ Director _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

500 3RD STREET, SUITE 535

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

10/04/2004

Person

SAN FRANCISCO, CA 94107

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	uritie	s Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 an	of (D)	red (A)	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)
Common Stock	09/30/2004		С	4,166,666		(3)	4,522,004	I	By MedCap Partners LP - See Note (1)
Common Stock	09/30/2004		J <u>(2)</u>	437,933	A	(3)	4,959,937	I	By MedCap Partners LP - See Note (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) ccquired (A) or visposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	<u>(4)</u>	09/30/2004		С	2,500,000	<u>(5)</u>	<u>(5)</u>	Common Stock	833,333
Series A Preferred Stock	<u>(6)</u>	09/30/2004		C	2,000,000	<u>(5)</u>	<u>(5)</u>	Common Stock	3,333,33

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
TONEY C FRED							
500 3RD STREET, SUITE 535	X	X					
SAN FRANCISCO, CA 94107							

Signatures

C. Fred Toney 10/14/2004

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- The Reporting Person is the managing member of MedCap Management & Research LLC, the general partner of MedCap Partners LP.

 The Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in the named entity, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
- (2) Common Stock dividend and distribution on the Series B-1 Preferred Stock.
- (3) Price does not apply.

Reporting Owners 2

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- **(4)** 1 for 3
- (5) Not applicable
- **(6)** 5 for 3

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.