

DIACRIN INC /DE/
Form 4
January 14, 2003

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
FORM 4 WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
LONGER SUBJECT TO
SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
CONTINUE. SEE Section 30(h) of the Investment Company Act of 1940
INSTRUCTION 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Fraser, Thomas H. Diacrin, Inc. X
DCRN X
----- X
(Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for
Number of Reporting Month/Day/Year
Person, if an entity
c/o Diacrin, Inc. (voluntary) 1/13/03
Building 96 13th Street

(Street) 5. If Amendment, X
Date of Original X
(Month/Day/Year) X
Boston, MA 02129

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of 2. Trans- 2A. Deemed 3. Trans- 4. Securities Acquired (A) 5. Amount of
Security action Execution action or Disposed of (D) Securit
(Instr. 3) Date Date, if any Code (Instr. 3, 4 and 5) Benefici
Date Date, if any Code (Instr. 8) Owned Fo
(Month/ (Month/ ing Repo
Day/ Day/ Transact
Year) Year) (Instr.
(A) or and 4)
Code V Amount (D) Price

Common Stock
\$.01 par value 505,98

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/s/ Thomas H. Fras

**Signature o

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 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).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (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, Disposed of, or Exercised (Instr. 10)
Employee Stock Option (right to buy)	\$1.06	1/13/03		A	7,500
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Employee Stock Option (right to buy)	\$1.06	1/13/03		A	7,500

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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(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	7,500				
Common Stock	7,500				
Common Stock	7,500				
Common Stock	7,500		30,000	D	

Explanation of Responses:

/s/ Thomas H. Frase

**Signature of

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