

WALTON ALAN G

Form 4

December 02, 2005

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

**OXFORD BIOSCIENCE
PARTNERS III LP**

(Last) (First) (Middle)

222 BERKELEY ST.

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

**CRITICARE SYSTEMS INC /DE/
[CMD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

3. Date of Earliest Transaction

(Month/Day/Year)

11/29/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person

 ____X____ Form filed by More than One Reporting
Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/29/2005		S	9,612 D	\$ 4.8 1,402,802	D ⁽¹⁾	
Common Stock	11/29/2005		S	1,368 D	\$ 4.8 199,935	I ⁽²⁾	Oxford Bioscience Partners (Bermuda) III L.P.
Common Stock	11/29/2005		S	900 D	\$ 4.8 131,300	I ⁽³⁾	Oxford Bioscience Partners (Adjunct) III L.P.

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Common Stock	11/29/2005	S	120	D	\$ 4.8	16,636	I ⁽⁴⁾	mRNA Fund L.P.
Common Stock	11/30/2005	S	480	D	\$ 4.8	1,402,322	D ⁽¹⁾	
Common Stock	11/30/2005	S	68	D	\$ 4.8	199,867	I ⁽²⁾	Oxford Bioscience Partners (Bermuda) III L.P.
Comon Stock	11/30/2005	S	44	D	\$ 4.8	131,256	I ⁽³⁾	Oxford Bioscience Partners (Adjunct) III L.P.
Common Stock	11/30/2005	S	8	D	\$ 4.8	16,628	I ⁽⁴⁾	mRNA Fund L.P.

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. 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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OXFORD BIOSCIENCE PARTNERS III LP 222 BERKELEY ST.	X

BOSTON, MA 02116

Oxford Bioscience Partners (Bermuda) III Limited Partnership

222 BERKELEY ST.

X

BOSTON, MA 02116

Oxford Bioscience Partners (Adjunct) III L.P.

222 BERKELEY ST.

X

BOSTON, MA 02116

mRNA Fund L.P.

222 BERKELEY ST.

X

BOSTON, MA 02116

OBP Management III L.P.

222 BERKELEY ST.

X

BOSTON, MA 02116

OBP Management (Bermuda) III Limited Partnership

222 BERKELEY ST.

X

BOSTON, MA 02116

mRNA Partners L.P.

222 BERKELEY ST.

X

BOSTON, MA 02116

BARNES JEFFREY T

222 BERKELEY ST.

X

X

BOSTON, MA 02116

FLEMING JONATHAN

222 BERKELEY ST.

X

BOSTON, MA 02116

WALTON ALAN G

315 POST ROAD WEST

X

WESTPORT, CT 06880

Signatures

/s/ Jeffrey T. Barnes, as general partner of the general partner of Oxford Bioscience Partners III L.P.

12/02/2005

__Signature of Reporting Person

Date

/s/ Jeffrey T. Barnes, as general partner of the general partner of Oxford Bioscience Partners (Bermuda) III Limited Partnership

12/02/2005

__Signature of Reporting Person

Date

/s/ Jeffrey T. Barnes, as general partner of the general partner of Oxford Bioscience Partners (Adjunct) III L.P.

12/02/2005

__Signature of Reporting Person

Date

/s/ Jeffrey T. Barnes, as general partner of the general partner of mRNA Fund L.P.

12/02/2005

__Signature of Reporting Person

Date

/s/ Jeffrey T. Barnes, as general partner of OBP Management III L.P.

12/02/2005

__Signature of Reporting Person

Date

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/s/ Jeffrey T. Barnes, as general partner of OBP Management (Bermuda) III Limited Partnership	12/02/2005
__Signature of Reporting Person	Date
/s/ Jeffrey T. Barnes, as general partner of mRNA Partners L.P.	12/02/2005
__Signature of Reporting Person	Date
/s/ Jeffrey T. Barnes	12/02/2005
__Signature of Reporting Person	Date
/s/ Raymond Charest, as attorney-in-fact for Jonathan J. Fleming	12/02/2005
__Signature of Reporting Person	Date
/s/ Raymond Charest, as attorney-in-fact for Alan G. Walton	12/02/2005
__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).

(1) Securities held of record by Oxford Bioscience Partners III L.P. ("OBP"). By virtue of their relationship as affiliated limited partnerships whose general partners share general partners, Oxford Bioscience Partners (Adjunct) III L.P. ("OBP Adjunct"), Oxford Bioscience Partners (Bermuda) III Limited Partnership ("OBP Bermuda") and mRNA Fund L.P. ("mRNA") may be deemed to beneficially own the shares held of record by OBP. OBP Management III L.P. (the general partner of OBP and OBP Adjunct), OBP Management (Bermuda) III Limited Partnership (the general partner of OBP Bermuda) and mRNA Partners L.P. (the general partner of mRNA) may be deemed to beneficially own the shares held of record by OBP. Messrs. Barnes, Fleming, and Walton (the general partners of OBP Management III L.P.) may be deemed to beneficially own the shares held of record by OBP. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(2) Securities held of record by OBP Bermuda. By virtue of their relationship as affiliated limited partnerships whose general partners share general partners, OBP, OBP Adjunct and mRNA may be deemed to beneficially own the shares held of record by OBP Bermuda. OBP Management III L.P. (the general partner of OBP and OBP Adjunct), OBP Management (Bermuda) III Limited Partnership (the general partner of OBP Bermuda) and mRNA Partners L.P. (the general partner of mRNA) may be deemed to beneficially own the shares held of record by OBP Bermuda. Messrs. Barnes, Fleming, and Walton (the general partners of OBP Management (Bermuda) III Limited Partnership) may be deemed to beneficially own the shares held of record by OBP Bermuda. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(3) Securities held of record by OBP Adjunct. By virtue of their relationship as affiliated limited partnerships whose general partners share general partners, OBP, OBP Bermuda and mRNA may be deemed to beneficially own the shares held of record by OBP Adjunct. OBP Management III L.P. (the general partner of OBP and OBP Adjunct), OBP Management (Bermuda) III Limited Partnership (the general partner of OBP Bermuda) and mRNA Partners L.P. (the general partner of mRNA) may be deemed to beneficially own the shares held of record by OBP Adjunct. Messrs. Barnes, Fleming, and Walton (the general partners of OBP Management III L.P.) may be deemed to beneficially own the shares held of record by OBP Adjunct. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(4) Securities held of record by mRNA. By virtue of their relationship as affiliated limited partnerships whose general partners share general partners, OBP, OBP Bermuda and OBP Adjunct may be deemed to beneficially own the shares held of record by mRNA. OBP Management III L.P. (the general partner of OBP and OBP Adjunct), OBP Management (Bermuda) III Limited Partnership (the general partner of OBP Bermuda) and mRNA Partners L.P. (the general partner of mRNA) may be deemed to beneficially own the shares held of record by mRNA. Messrs. Barnes, Fleming, and Walton (the general partners of mRNA Partners L.P.) may be deemed to beneficially own the shares held of record by mRNA. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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

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