

EDWARDS LIFESCIENCES CORP
 Form 4
 August 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
WOODGRIFT RANDEL WILLIAM

2. Issuer Name and Ticker or Trading Symbol
**EDWARDS LIFESCIENCES CORP
 [EW]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
08/04/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Corp VP, Manufacturing Ops

C/O EDWARDS LIFESCIENCES CORPORATION;, ONE EDWARDS WAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

IRVINE, CA 92614

(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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/04/2005		M	A	4,900	\$ 13.21	8,249 D
Common Stock	08/04/2005		M	A	2,100	\$ 12.156	10,349 D
Common Stock	08/04/2005		S	D	7,000	\$ 45.2	3,349 <u>(1)</u> <u>(2)</u> D

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Acquire)	\$ 13.21	08/04/2005		M	4,900	11/16/2001	11/16/2008			Common Stock	4,900
Common Stock	\$ 12.156	08/04/2005		M	2,100	02/17/2001	02/17/2008			Common Stock	2,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOODGRIFT RANDEL WILLIAM
C/O EDWARDS LIFESCIENCES CORPORATION;
ONE EDWARDS WAY
IRVINE, CA 92614

Corp VP, Manufacturing Ops

Signatures

/s/ Jay P. Wertheim,
Attorney-in-fact

08/05/2005

**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) This Form 4 reflects changes in beneficial ownership only; it does not identify other securities of the Issuer beneficially owned by the reporting person.
- (2) This amount includes quarterly acquisitions of shares under the Edwards Lifesciences Corporation Employee Stock Purchase Plan as reflected on the most recent report of the plan administrator.

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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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