FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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. See	STATEMENT OF CHANGES IN BENEFICIAL OWNER
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		eporting Person* OS FRED P							ker or Tradi AL SYS		ymbol CMS INC	<u> [mms</u>			ble)	Perso	10% Ov	ner
(Last) (First) (Middle) 1600 W MERIT PARKWAY					Date o		Trans	saction (Mo	nth/D	ay/Year)	X	Officer (give title below) President & CEO				ресіту		
(Street) SOUTH JORDAN	UT	8	34095		4. If	f Ame	endment, [Date o	of Original F	-iled	(Month/Day/	/Year)	6. Ind Line)	Form file	ed by One	Repor	Check App ting Person One Report	
(City)	(Sta	ite) (Zip)											Person				
1 Title of Co	acurity (Inctr		ole I - Nor		vativ		2A. Deem		quired,	Dis	1			Owned 5. Amount	t of	6 04	nership	7. Nature of
1. Title of Security (Instr. 3)			Date	n/Day/Y		Execution Date if any (Month/Day/Yea		r, Transaction Code (Instr. ar) 8)				7. 3, 4 and 5)	4 and 5) Securities Beneficia Owned For Reported		Form:	Direct Indirect str. 4)	Indirect Beneficial Ownership (Instr. 4)	
	. 1								Code	V	Amount	(A) or (D)	Price	Transaction (Instr. 3 ar	nd 4)		_	
	tock, no par								+			_		848,			D	401 K
Common s	tock, no par	value												56,6	536			plan ⁽¹⁾
		•	Table II -								osed of, onvertib			wned				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) if any (Month/Day Month/Day M		Date,	4. Transaction Code (Instr.		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares					
Nonqualified stock options (right to buy)	\$1.62								05/24/200	00	05/24/2005	Common Stock	20,833		20,83	33	D	
Nonqualified stock options (right to buy)	\$1.62								01/24/200	01	05/24/2005	Common Stock	111,111		111,1	11	D	
Nonqualified stock options (right to buy)	\$2.07								02/12/200	2 ⁽²⁾	02/12/2011	Common Stock	111,111		111,1	11	D	
Nonqualified stock options (right to buy)	\$2.85								05/23/200	01	05/23/2011	Common Stock	27,777		27,77	77	D	
Nonqualified stock options (right to buy)	\$7.61								12/08/200	2 ⁽³⁾	12/08/2011	Common Stock	88,889		88,88	39	D	
Nonqualified stock options (right to buy)	\$9.56								05/23/200	02	05/23/2012	Common Stock	17,777		17,77	77	D	
Nonqualified stock options (right to buy)	\$9.74								02/06/2004	4 ⁽⁵⁾	02/06/2013	Common Stock	71,111		71,11	1	D	
Nonqualified stock options (right to buy)	\$10.47								05/22/200	03	05/22/2013	Common Stock	26,667		26,66	57	D	

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 Exerci Expiration Dat (Month/Day/Ye	te	7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonqualified stock options (right to buy)	\$21.67							12/13/2004 ⁽⁴⁾	12/13/2013	Common Stock	28,000		28,000	D	
nonqualified stock options (right to buy)	\$21.67							12/13/2003	12/13/2013	Common Stock	15,000		15,000	D	
Non- qualified stock options (right to buy)	\$13.81	06/10/2004		A		15,000		06/10/2004	06/10/2004	Common Stock	15,000	\$13.81	15,000	D	
Non- qualified stock options (right to buy)	\$13.81	06/10/2004		A		12,000		12/10/2004	06/10/2014	Common Stock	12,000	\$13.81	12,000	D	

Explanation of Responses:

- $1. \ Represent \ plan \ holding \ as \ of \ 02/03/04 \ based \ upon \ most \ recent \ plan \ statement \ timely \ distributed$
- 2. Become exercisable in equal annual installments of 20% commencing 02/12/02
- 3. Become exercisable in equal annual installments of 20% commencing $12/08/02\,$
- 4. Become exercisable in equal annual installments of 20% commencing 12/13/04
- 5. Become exercisable in equal annual installments of 20% commencing $02/06/04\,$

Fred P Lampropoulos 06/11/2004

** Signature of Reporting Person Date

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.

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