

UROPLASTY INC
Form 4
September 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
MAXWELL ROBERT PATRICK

(Last) (First) (Middle)

2444 BYRNES RD

(Street)

MINNETONKA, MN 55305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UROPLASTY INC [UPI]

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount (D) Price | | |
| common stock | 08/31/2007 | 08/31/2007 | X | 30,000 A | \$ 1.1 | 168,634 (3) | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| stock options | \$ 1.1 | 08/31/2007 | 08/31/2007 | X | 6,000 | 09/04/2002 09/04/2007 | common stock | 6,000 |
| stock options | \$ 1.1 | 08/31/2007 | 08/31/2007 | X | 6,000 | 09/04/2003 09/04/2007 | common stock | 6,000 |
| stock options | \$ 1.1 | 08/31/2007 | 08/31/2007 | X | 6,000 | 09/04/2004 09/04/2007 | common stock | 6,000 |
| stock options | \$ 1.1 | 08/31/2007 | 08/31/2007 | X | 6,000 | 09/04/2005 09/04/2007 | common stock | 6,000 |
| stock options | \$ 1.1 | 08/31/2007 | 08/31/2007 | X | 6,000 | 09/04/2006 09/04/2007 | common stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAXWELL ROBERT PATRICK 2444 BYRNES RD MINNETONKA, MN 55305 | | X | | |

Signatures

Larry E. Bakeman 09/04/2007

**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) Includes 65,000 shares that Mr. Maxwell may acquire upon the exercise of options that are exercisable within 60 days of August 31, 2007.
- (2) The price is not applicable as this is not the sale of a derivative security but rather the exercise of a derivative security.
- (3) Includes 103,634 shares and 65,000 shares that Mr. Maxwell may acquire upon the exercise of options that are exercisable within 60 days of August 31, 2007.

Remarks:

Signature is on behalf of Mr. Maxwell.

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.