

UROPLASTY INC
Form 4
June 09, 2008

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 *
HOLMAN SUSAN HARTJES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5420 FELTL RD

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2008

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

(Street)
MINNETONKA, MN 55343

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

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	06/05/2008		G	3,300 D \$ 3.3	0	D	
Common Stock	06/05/2008		S	2,800 D \$ 3.2339	0	D	
Common Stock	06/06/2008		S	7,200 D \$ 3.0508	0	D	
Common Stock					326,659	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>					05/27/2009 ⁽²⁾	⁽²⁾	Common Stock	2,000
Stock Options	\$ 5.3					12/21/2005	12/21/2009	Common Stock	75,000
Stock Options	\$ 2.65					02/02/2008	02/01/2014	Common Stock	4,167
Stock Options	\$ 2.65					02/02/2009	02/01/2014	Common Stock	4,167
Stock Options	\$ 2.65					02/02/2010	02/01/2014	Common Stock	4,166
Stock Options	\$ 4.31					07/03/2007	07/02/2012	Common Stock	3,333
Stock Options	\$ 4.31					07/03/2008	07/02/2012	Common Stock	3,333
Stock Options	\$ 4.31					07/03/2009	07/02/2012	Common Stock	3,334
Stock Options	\$ 5.19					02/02/2006	01/01/2015	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			COO	

HOLMAN SUSAN HARTJES
5420 FELTL RD
MINNETONKA, MN 55343

Signatures

Larry Bakeman 06/09/2008

 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) Each restricted stock unit represents a contingent right to receive one share of Uroplasty, Inc. common stock.
 - (2) The restricted stock units will vest on 5/27/2009 contingent upon continued employment through such date.
 - (3) Restricted stock units which are eligible for dividend and voting equivalent rights.
 - (4) Options that are exercisable within 60 days of June 9, 2008

Remarks:

Signature is on behalf of Ms. Hartjes Holman.

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.