

Jiwani Mahedi A
Form 4
June 11, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jiwani Mahedi A

(Last) (First) (Middle)

UROPLASTY, INC., 5420 FELTL
ROAD

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UROPLASTY INC [UPI]

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

06/07/2012

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)

Vice President, CFO, Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
common stock	06/07/2012		A	16,350	A \$ 0	42,100 ⁽¹⁾ ⁽²⁾ ₍₃₎	D

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

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information contained in this form are not
required to respond unless the form
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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)**

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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 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 Number Shares
non-qualified stock option	\$ 3					02/02/2006 11/13/2015	common stock 100,000
non-qualified stock option	\$ 2.65					02/02/2008 ⁽⁵⁾ 02/01/2014	common stock 17,500
non-qualified stock option	\$ 4.31					07/03/2007 ⁽⁴⁾ 07/02/2012	common stock 20,000
non-qualified stock option	\$ 3.15					06/24/2008 ⁽⁴⁾ 06/23/2013	common stock 20,000
non-qualified stock option	\$ 0.85					06/05/2009 ⁽⁴⁾ 06/04/2014	common stock 30,000
non-qualified stock option	\$ 4.94					06/08/2011 ⁽⁵⁾ 06/07/2017	common stock 9,125
non-qualified stock option	\$ 7.98					06/07/2012 ⁽⁵⁾ 06/06/2018	common stock 5,725

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jiwani Mahedi A UROPLASTY, INC. 5420 FELTL ROAD MINNETONKA, MN 55343			Vice President, CFO, Treasurer	

Signatures

Larry Bakeman 06/11/2012

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)

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Includes 3,550 shares of restricted stock subject to risk of forfeiture that lapses with respect to one third of such shares on each of the second, third and fourth anniversaries of the grant date (June 8, 2010).

- (2) Includes 3,300 shares of restricted stock subject to risk of forfeiture that lapses with respect to one fourth of such shares on each of the first, second, third and fourth anniversaries of the grant date (June 7, 2011).
- (3) Includes 16,350 shares of restricted stock subject to risk of forfeiture that lapses with respect to one fourth of such shares on each of the first, second, third and fourth anniversaries of the grant date (June 7, 2012).
- (4) Becomes exercisable with respect to one-third of the shares on such date, and an additional, cumulative one-third on the first and second anniversary of such date.
- (5) Becomes exercisable with respect to one-third of the shares on the first, second and third anniversaries of the grant date (the grant date being one year prior to such date).

Remarks:

Signature is on behalf of Mr. Jiwani.

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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