

HOLMAN SUSAN HARTJES
 Form 4
 February 04, 2011

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2011

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/02/2011 | | S | | 12,000 | D | 5.1169 |
| | | | | | | | \$ |
| | | | | | | | 321,759 ⁽¹⁾ |
| | | | | | | | <u>(4)</u> |

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)

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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) | Amount Number Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| employee non-qualified stock options | \$ 5.19 | | | | | 02/02/2006 ⁽³⁾ 01/01/2015 | Common Stock | 100,000 |
| employee non-qualified stock options | \$ 2.65 | | | | | 02/02/2008 ⁽³⁾ 02/01/2014 | Common Stock | 12,500 |
| employee non-qualified stock options | \$ 4.31 | | | | | 07/03/2007 ⁽³⁾ 07/02/2012 | Common Stock | 10,000 |
| employee non-qualified stock options | \$ 3.15 | | | | | 06/24/2008 ⁽³⁾ 06/23/2013 | Common Stock | 10,000 |
| employee non-qualified stock options | \$ 0.85 | | | | | 06/05/2009 ⁽²⁾ 06/04/2014 | Common Stock | 40,000 |
| employee non-qualified stock options | \$ 4.94 | | | | | 06/08/2011 ⁽²⁾ 06/07/2017 | Common Stock | 6,520 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLMAN SUSAN HARTJES 5420 FELTL RD MINNETONKA, MN 55343 | | | COO | |

Signatures

Larry Bakeman 02/04/2011

**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 5,100 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 8, 2010).
- (2) 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.
- (3) Fully vested.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.11 to \$5.14 per share, inclusive. The reporting person undertakes to provide to Uroplasty, Inc., any security holder of Uroplasty, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) .

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.