

UROPLASTY INC
Form 4
June 25, 2008

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 *
HEINEMANN LARRY R

(Last) (First) (Middle)
5420 FELTL RD
(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)
06/24/2008

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)
VP of Global Sales

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| common stock | | | | (A) or (D) Price | 45,600 | 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)

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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 or Number of Share | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| stock options | \$ 3.15 | 06/24/2008 | | A | 6,667 | 06/24/2008 | 06/23/2013 | Common Stock | 6,667 |
| stock options | \$ 3.15 | 06/24/2008 | | A | 6,667 | 06/24/2009 | 06/23/2013 | Common Stock | 6,667 |
| stock options | \$ 3.15 | 06/24/2008 | | A | 6,666 | 06/24/2010 | 06/23/2013 | Common Stock | 6,666 |
| 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 | 3,333 |
| stock options | \$ 2.65 | | | | | 02/02/2009 | 02/01/2014 | Common Stock | 3,333 |
| stock options | \$ 2.65 | | | | | 02/02/2010 | 02/01/2014 | Common Stock | 3,334 |
| stock options | \$ 4.31 | | | | | 07/03/2007 | 07/02/2012 | Common Stock | 6,667 |
| stock options | \$ 4.31 | | | | | 07/03/2008 | 07/02/2012 | Common Stock | 6,667 |
| stock options | \$ 4.31 | | | | | 07/03/2009 | 07/02/2012 | Common Stock | 6,666 |
| restricted stock unit | (1) | | | | | 05/27/2009 ⁽²⁾ | (2) | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINEMANN LARRY R 5420 FELTL RD MINNETONKA, MN 55343 | | | VP of Global Sales | |

Signatures

Larry Bakeman

06/25/2008

**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 24, 2008
 - (5) Price is not applicable as this is an award with the right to exercise after completing the requisite service period.

Remarks:

Signature is on behalf of Mr. Heinemann

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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