

UROPLASTY INC
Form 4
September 11, 2013

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 *
Kolb Nancy 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)
09/09/2013

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)
VicePresident Global Marketing

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)
			Code	V	Amount	(A) or (D)	Price
common stock	09/09/2013		M		40,000	A	0.85 (4)
common stock	09/09/2013		F		9,884 (5)	D	\$ 3.44
common stock	09/09/2013		F		7,484 (6)	D	\$ 3.44

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

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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)
non-qualified stock option	\$ 0.85	09/09/2013		M	40,000	06/05/2009 ⁽²⁾ 06/04/2014	common stock 40
non-qualified stock option	\$ 4.94					06/08/2011 ⁽³⁾ 06/07/2017	common stock 6
non-qualified stock option	\$ 7.98					06/07/2012 ⁽³⁾ 06/06/2018	common stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kolb Nancy A UROPLASTY, INC. 5420 FELTL ROAD MINNETONKA, MN 55343			VicePresident	Global Marketing

Signatures

Larry E. Bakeman 09/11/2013

**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 shares of restricted stock subject to risk of forfeiture that lapse with respect to 3,856 shares on June 7, 2014; 1,275 shares on June 8, 2014; 3,856 shares on June 7, 2015; and 3,068 shares on June 7, 2016.

(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) 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).

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- (4) In lieu of cash paid, 9,884 shares were tendered with a market value of \$3.44 per share, the closing share price on the date of exercise.
- (5) Shares tendered as payment of exercise price for the non-qualified stock option exercised on 9/09/2013.
- (6) Shares forfeited as payment of income tax liability for the non-qualified stock option exercised on 9/09/2013.

Remarks:

Signature is on behalf of Ms. Kolb.

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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