

UROPLASTY INC
Form 4
December 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MAXWELL ROBERT PATRICK

(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)
12/10/2013

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)

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	12/10/2013		P	3,819 A \$ 2.5	140,403 ⁽¹⁾	D	
common stock	12/11/2013		S	3,819 ₍₂₎ D \$ 2.7	136,584 ⁽¹⁾	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
non-qualified stock options	\$ 0.77					09/15/2009	09/14/2014	common stock	15,000
non-qualified stock options	\$ 4.16					09/14/2011	09/13/2017	common stock	6,175
non-qualified stock options	\$ 4.83					09/14/2012	09/13/2018	common stock	5,475
non-qualified stock options	\$ 3.76					09/13/2013	09/12/2019	common stock	7,025
non-qualified stock option	\$ 3.46					09/12/2014	09/11/2020	common stock	8,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAXWELL ROBERT PATRICK UROPLASTY, INC. 5420 FELTL ROAD MINNETONKA, MN 55343		X		

Signatures

Larry Bakeman 12/12/2013

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 4,350 shares of restricted stock subject to risk of forfeiture that lapses on March 12, 2014 (six months after the grant date).

(2)

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The reporting person's purchase of 3,819 shares of the issuer's common stock reported herein was potentially in violation of the issuer's insider trading guidelines. In an effort to remedy any potential violation of the issuer's insider trading guidelines, the reporting person sold 3,819 shares of the issuer's common stock as reported herein. However, the reported purchase and sale were matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended. Accordingly, the reporting person has agreed to pay to the issuer \$763.80, representing the full amount of the profit realized by the reporting person in connection with the short-swing transaction.

Remarks:

Signature is on behalf of Mr. Maxwell.

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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