

UROPLASTY INC

Form 4

June 25, 2008

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

OMB
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(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) 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 Indirect Beneficial Ownership (Instr. 4)
common stock				(A) or (D)	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)			
				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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