

HEINEMANN LARRY R

Form 4

June 10, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
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)

06/08/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| common stock | 06/08/2010 | | A | 5,100 A | \$ 0 52,700 ⁽¹⁾ | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 Underlying Security (Instr. 3 and 4) | Am or Num of S |
|---|---|---|---|---|---|--|--|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| employee non-qualified stock options | \$ 2.65 | | | | | 02/02/2008 ⁽²⁾ 02/01/2014 | Common Stock | 10 |
| employee non-qualified stock options | \$ 4.31 | | | | | 07/03/2007 ⁽²⁾ 07/02/2012 | Common Stock | 20 |
| employee non-qualified stock options | \$ 3.15 | | | | | 06/24/2008 ⁽²⁾ 06/23/2013 | Common Stock | 20 |
| employee non-qualified stock options | \$ 0.85 | | | | | 06/05/2009 ⁽²⁾ 06/04/2014 | Common Stock | 30 |
| employee non-qualified stock options | \$ 4.94 | 06/08/2010 | | A | 6,525 | 06/08/2011 ⁽²⁾ 06/07/2017 | Common Stock | 6, |

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 06/10/2010
 **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).

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- (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.

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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