

ROTH MICHAEL
Form 4
March 07, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH MICHAEL

(Last) (First) (Middle)

C/O SF CAPITAL PARTNERS
LTD., 3600 SOUTH LAKE DRIVE

(Street)

ST. FRANCIS, WI 53235

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
UROPLASTY INC [UPI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share	09/13/2006		S		18,000	D	\$ 2.25	1,421,762	I ⁽¹⁾	By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/13/2006		S		1,500	D	\$ 2.28	1,420,262	I ⁽¹⁾	By SF Capital Partners Ltd.
Common Stock,	09/13/2006		S		2,500	D	\$ 2.29	1,417,762	I ⁽¹⁾	By SF Capital

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\$0.01 par value per share									Partners Ltd.
Common Stock, \$0.01 par value per share	09/13/2006	S	1,500	D	\$ 2.3	1,416,262	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/13/2006	S	1,500	D	\$ 2.35	1,414,762	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/14/2006	S	3,300	D	\$ 3.02	1,411,462	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/14/2006	S	1,200	D	\$ 3.03	1,410,262	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/14/2006	S	2,800	D	\$ 3.04	1,407,462	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/14/2006	S	13,500	D	\$ 3.13	1,393,962	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/14/2006	S	3,100	D	\$ 3.32	1,390,862	I <u>(1)</u>		By SF Capital Partners Ltd.
Common Stock, \$0.01 par value per share	09/15/2006	S	848	D	\$ 3	1,390,014	I <u>(1)</u>		By SF Capital Partners Ltd.

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH MICHAEL C/O SF CAPITAL PARTNERS LTD. 3600 SOUTH LAKE DRIVE ST. FRANCIS, WI 53235		X		
STARK BRIAN JAY C/O SF CAPITAL PARTNERS LTD. 3600 SOUTH LAKE DRIVE ST. FRANCIS, WI 53235		X		

Signatures

/s/ Michael A.
Roth 03/07/2007
 **Signature of Date
 Reporting Person

/s/ Brian J. Stark 03/07/2007
 **Signature of Date
 Reporting Person

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).

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- (1) Represents the combined indirect holdings of Michael A. Roth and Brian J. Stark (the "Reporting Persons"). All of the foregoing represents securities held directly by SF Capital Partners Ltd. ("SF Capital"). The Reporting Persons are the Managing Members of Stark Offshore Management LLC ("Stark Offshore"), which acts as investment manager and has sole power to direct the management of SF Capital. Through Stark Offshore, the Reporting Persons possess voting and dispositive power over all of the foregoing shares. Therefore, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the Reporting Persons may be deemed to be the beneficial owners of, but hereby disclaim such beneficial ownership of, the foregoing shares.

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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