

HERREGRAVEN MARC

Form 4

May 31, 2011

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 *
HERREGRAVEN MARC

(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)

05/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President Manufacturing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/31/2011		S	2,500	D	\$ 8.07	30,700 ⁽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
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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 Shares
non-qualified stock options	\$ 2.65					02/02/2008 ⁽²⁾ 02/01/2014	common stock 5,000
non-qualified stock options	\$ 4.31					07/03/2007 ⁽²⁾ 07/02/2012	common stock 20,000
non-qualified stock options	\$ 3.15					06/24/2008 ⁽²⁾ 06/23/2013	common stock 20,000
non-qualified stock options	\$ 0.85					06/05/2009 ⁽³⁾ 06/04/2014	common stock 30,000
non-qualified stock options	\$ 4.94					06/08/2011 ⁽⁴⁾ 06/07/2017	common stock 6,525

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HERREGRAVEN MARC UROPLASTY, INC. 5420 FELTL ROAD MINNETONKA, MN 55343	Vice President Manufacturing

Signatures

Larry Bakeman 05/31/2011

 **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).
- (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).
- (2) Fully vested.
- (3) 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.

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- (4) Becomes exercisable with respect to one-third of the shares on the first, second and third anniversaries of the grant date (June 8, 2010).

Remarks:

Signature is on behalf of Mr. Herregraven.

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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