

HOLMAN SUSAN HARTJES

Form 4

June 02, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOLMAN SUSAN HARTJES**

(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)

Chief Operating Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| common<br>stock                       | 05/31/2011                              |   | S                                    | 6,000   | D<br>\$<br>8.0833<br>(5)<br>315,759 (1)  | D  |   |
| common<br>stock                       | 05/31/2011                              |   | S                                    | 6,000   | D<br>\$<br>8.0379<br>(6)<br>309,759 (1)  | D  |   |
| common<br>stock                       | 06/02/2011                              |   | M                                    | 10,000  | A<br>\$ 4.31<br>314,659  | 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**

SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount<br>Owned |
|---|--|---|---|--------------------------------------|--|--|--|--------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date   | Title              |
| non-qualified<br>stock options                      | \$ 5.19  |   |   |                                      |  | 02/02/2006 <sup>(2)</sup>                                      | 01/01/2015   | common<br>stock    |
| non-qualified<br>stock options                      | \$ 2.65  |   |   |                                      |  | 02/02/2008 <sup>(2)</sup>                                      | 02/01/2014   | common<br>stock    |
| non-qualified<br>stock options                      | \$ 4.31  | 06/02/2011                              |   | M                                    | 10,000   | 07/03/2007   | 07/02/2012   | common<br>stock    |
| non-qualified<br>stock options                      | \$ 3.15  |   |   |                                      |  | 06/24/2008 <sup>(2)</sup>                                      | 06/23/2013   | common<br>stock    |
| non-qualified<br>stock options                      | \$ 0.85  |   |   |                                      |  | 06/05/2009 <sup>(3)</sup>                                      | 06/04/2014   | common<br>stock    |
| non-qualified<br>stock options                      | \$ 4.94  |   |   |                                      |  | 06/08/2011 <sup>(4)</sup>                                      | 06/07/2017   | common<br>stock    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| HOLMAN SUSAN HARTJES<br>UROPLASTY, INC<br>5420 FELTL ROAD<br>MINNETONKA, MN 55343 | Chief Operating Officer          |

## Signatures

Larry Bakeman 06/02/2011

\*\*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).

(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.

(4) Becomes exercisable with respect to one-third of the shares on the first, second and third anniversaries of the grant date (the grant date being one year prior to such date).

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.05 to \$8.121 per share, inclusive. The reporting person undertakes to provide to Uroplasty, Inc., any security holder of Uroplasty, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (5).

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.99 to \$8.082 per share, inclusive. The reporting person undertakes to provide to Uroplasty, Inc., any security holder of Uroplasty, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6).

### Remarks:

Signature is on behalf of Ms. Hartjes Holman.

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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