

UROPLASTY INC
Form 4
June 12, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5420 FELTL RD

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2007

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

(Street)
MINNETONKA, MN 55343

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| common stock | 06/08/2007 | 06/08/2007 | W | 1 | A | (4) | 537,009 | D | |
| common stock | 06/08/2007 | 06/08/2007 | G | 2,400 | D | (5) | \$ 3,9288 | 534,609 | D |
| common stock | 06/08/2007 | 06/08/2007 | U | 19,900 | D | (1) | \$ 3,8471 | 514,709 | D |

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

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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 (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 |
| Stock Options | \$ 1.1 | 06/08/2007 | 06/08/2007 | X | | 8,000 | | 09/04/2002 | 09/04/2007 | Common Stock | 8,000 |
| Stock Options | \$ 1.1 | 06/08/2007 | 06/08/2007 | X | | 8,000 | | 09/04/2003 | 09/04/2007 | Common Stock | 8,000 |
| Stock Options | \$ 1.1 | 06/08/2007 | 06/08/2007 | X | | 8,000 | | 09/04/2004 | 09/04/2007 | Common Stock | 8,000 |
| Stock Options | \$ 1.1 | 06/08/2007 | 06/08/2007 | X | | 8,000 | | 09/04/2005 | 09/04/2007 | Common Stock | 8,000 |
| Stock Options | \$ 1.1 | 06/08/2007 | 06/08/2007 | X | | 8,000 | | 09/04/2006 | 09/04/2007 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLMAN SUSAN HARTJES 5420 FELTL RD MINNETONKA, MN 55343 | | | COO | |

Signatures

Larry Bakeman 06/12/2007

**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 339,709 shares and 175,000 shares that Ms. Hartjes Holman may acquire upon the exercise of options that are exercisable within 60 days of June 8, 2007.

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- (2) A price is not applicable as this is not the sale of a derivative security but rather the exercise of a derivative security. See the exercise price in column 2.
- (3) Includes 175,000 shares that Ms. Hartjes Holman may acquire upon the exercise of options that are exercisable within 60 days of June 8, 2007.
- (4) A price is not applicable as the securities were acquired by will and the laws of descent and distribution.
- (5) Gifted to the son of Ms. Hartjes Holman.

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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