

HOLMAN SUSAN HARTJES  
 Form 4  
 February 03, 2012

**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**

(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)  
**02/01/2012**

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)  
**Chief Operating Officer**

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
common stock	02/01/2012		S		5,100	D	\$ 3.5861
							299,580 <sup>(1)</sup>
							<sup>(2)</sup>
							<sup>(3)</sup>

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

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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)
non-qualified stock options	\$ 5.19				(5)	01/01/2015	common stock 100,000
non-qualified stock options	\$ 2.65				(5)	02/01/2014	common stock 12,500
non-qualified stock options	\$ 3.15				(5)	06/23/2013	common stock 10,000
non-qualified stock options	\$ 0.85				(5)	06/04/2014	common stock 40,000
non-qualified stock options	\$ 4.94				(4)	06/08/2011	common stock 6,525
non-qualified stock option	\$ 7.98				(4)	06/07/2012	common stock 4,100

## Reporting Owners

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

## Signatures

Susan Hartjes  
Holman 02/03/2012

\*\*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 3,825 shares of restricted stock subject to risk of forfeiture that lapses with respect to one third of such shares on each of the second, third and fourth anniversaries of the grant date (June 8, 2010).

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- (2) Includes 3,150 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 7, 2011).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.56

- (3) to \$3.67 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 (3).

- (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) Fully vested.

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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