

UROPLASTY INC
Form 4
August 27, 2007

FORM 4

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

OMB APPROVAL

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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 *
HEINEMANN LARRY R

(Last) (First) (Middle)
558 PERCH LAKE RD

(Street)

HUDSON, WI 54016

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2007

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)
VP of Global Sales

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| common stock | 08/27/2007 | 08/27/2007 | X | | 40,000 | A | \$ 1.1 |
| | | | | | 126,417 ⁽³⁾ | D | |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| stock options | \$ 1.1 | 08/27/2007 | 08/27/2007 | X | 8,000 | 09/04/2002 09/04/2007 | common stock | 8,000 |
| stock options | \$ 1.1 | 08/27/2007 | 08/27/2007 | X | 8,000 | 09/04/2003 09/04/2007 | common stock | 8,000 |
| stock options | \$ 1.1 | 08/27/2007 | 08/27/2007 | X | 8,000 | 09/04/2004 09/04/2007 | common stock | 8,000 |
| stock options | \$ 1.1 | 08/27/2007 | 08/27/2007 | X | 8,000 | 09/04/2005 09/04/2007 | common stock | 8,000 |
| stock options | \$ 1.1 | 08/27/2007 | 08/27/2007 | 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 |
| HEINEMANN LARRY R 558 PERCH LAKE RD HUDSON, WI 54016 | | | VP of Global Sales | |

Signatures

Larry Bakeman 08/27/2007
 **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).
- (1) Includes 81,667 shares that Mr. Heinemann may acquire upon the exercise of options that are exercisable within 60 days of August 27, 2007.
- (2) The price is not applicable as this is not the sale of a derivative security but rather the exercise of a derivative security.
- (3) Includes 44,750 shares and 81,667 shares that Mr. Heinemann may acquire upon the exercise of options that are exercisable within 60 days of August 27, 2007.

Remarks:

Signature is on behalf of Mr. Heinemann

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.