

HERREGRAVEN MARC  
Form 4  
January 28, 2011

**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 \*  
**HERREGRAVEN MARC**

(Last) (First) (Middle)  
5420 FELTL RD  
(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)  
01/27/2011

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 Manufacturing

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	06/08/2010		M		20,000 A \$ 0	33,200 <sup>(1)</sup>	D

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

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**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 Security (Instr. 3 and 4)
employee non-qualified stock options	\$ 2.85	01/27/2011		M	20,000	02/02/2006 <sup>(2)</sup> 02/02/2011	Common Stock
employee non-qualified stock options	\$ 2.65					02/02/2008 <sup>(2)</sup> 02/01/2014	Common Stock
employee non-qualified stock options	\$ 4.31					07/03/2007 <sup>(2)</sup> 07/02/2012	Common Stock
employee non-qualified stock options	\$ 3.15					06/24/2008 <sup>(2)</sup> 06/23/2013	Common Stock
employee non-qualified stock options	\$ 0.85					06/05/2009 <sup>(2)</sup> 06/04/2014	Common Stock
employee non-qualified stock options	\$ 4.94					06/08/2011 <sup>(2)</sup> 06/07/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERREGRAVEN MARC 5420 FELTL RD MINNETONKA, MN 55343			VP Manufacturing	

## Signatures

Larry Bakeman                      01/28/2011  
 \*\*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) 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.

### 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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