

UROPLASTY INC
Form 4
November 10, 2010

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 *
Lee A Jones

(Last) (First) (Middle)
54 LOCKE LAKE RD
(Street)
FRIDLEY, MN 55432
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| common stock | 11/08/2010 | | M | V | 45,000 A \$ 1.82 | 55,725 ⁽¹⁾ | D |
| common stock | 11/08/2010 | | S | D | \$ 5.601 29,960 ⁽¹⁾ | D | ⁽³⁾ |

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)

| 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. An or Nu of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| non-qualified stock options | \$ 1.82 | 11/08/2010 | | M | 45,000 | 08/28/2006 ⁽²⁾ 08/27/2011 | common stock | 4 |
| non-qualified stock options | \$ 0.77 | | | | | 09/15/2009 ⁽²⁾ 09/14/2014 | common stock | 1 |
| non-qualified stock options | \$ 4.16 | | | | | 09/14/2011 09/13/2017 | common stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee A Jones 54 LOCKE LAKE RD FRIDLEY, MN 55432 | | X | | |

Signatures

Larry Bakeman 11/10/2010
 __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 3,625 shares of restricted stock subject to risk of forfeiture that lapses six months from the grant date (September 14, 2010).
- (2) Fully vested.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions pursuant to a 10b5-1 plan adopted by Ms. Jones in September 2010 at prices ranging from \$5.50 to \$5.72 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) .

Remarks:

Signature is on behalf of Ms. Jones

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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