

Kolb Nancy A
 Form 4
 September 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Kolb Nancy A

(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)
 09/20/2012

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)
 VicePresident Global Marketing

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 or Price (A) or (D) | | |
| common stock | 09/20/2012 | | M | | 25,000 A \$ 4.11 | | D |
| common stock | 09/20/2012 | | M | | 15,000 A \$ 3.15 | | D |
| common stock | 09/20/2012 | | S | | 40,000 D \$ 4.2 | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| non-qualified stock option | \$ 4.11 | 09/20/2012 | | M | 25,000 | 10/01/2007 ⁽⁴⁾ | 09/30/2012 | common stock |
| non-qualified stock option | \$ 3.15 | 09/20/2012 | | M | 15,000 | 06/24/2008 ⁽⁴⁾ | 06/23/2013 | common stock |
| non-qualified stock option | \$ 0.85 | | | | | 06/05/2009 ⁽⁴⁾ | 06/04/2014 | common stock |
| non-qualified stock option | \$ 4.94 | | | | | 06/08/2011 ⁽⁵⁾ | 06/07/2017 | common stock |
| non-qualified stock option | \$ 7.98 | | | | | 06/07/2012 ⁽⁵⁾ | 06/06/2018 | common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|------------------|
| | Director | 10% Owner | Officer | Other |
| Kolb Nancy A UROPLASTY, INC. 5420 FELTL ROAD MINNETONKA, MN 55343 | | | VicePresident | Global Marketing |

Signatures

Larry E. Bakeman 09/21/2012

**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 2,550 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).

Edgar Filing: Kolb Nancy A - Form 4

- (2) Includes 2,362 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).
- (3) Includes 12,275 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, 2012).
- (4) 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.
- (5) 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).

Remarks:

Signature is on behalf of Ms. Kolb.

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.