

HOLMAN SUSAN HARTJES
 Form 4
 February 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 *
HOLMAN SUSAN HARTJES

(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)
 02/22/2007

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)
 COO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|----------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|----------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------|------------------------------|------------------|------------|--|------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Warrants | \$ 2 | | | | | | | | | 12/19/2006 | 03/19/2007 | Common Stock | 41,999 <u>(2)</u> |
| Warrants | \$ 2 | | | | | | | | | 12/19/2006 | 03/19/2007 | Common Stock | 6,667 <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLMAN SUSAN HARTJES 5420 FELTL RD MINNETONKA, MN 55343 | | | COO | |

Signatures

Larry Bakeman 02/27/2007

**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 50,449 warrants exercisable at \$2.00 each through March 19, 2007 and 115,000 shares that Ms. Holman may acquire upon the exercise of options that are exercisable within 60 days of February 27, 2007.
Susan Hartjes Holman (beneficiary), benefit of Daniel G. Holman (deceased), as of February 22, 2007. The U.S. Securities and Exchange Commission declared the registration statement for the resale of the shares underlying these warrants effective on December 19, 2006. The warrants are exercisable at \$2.00 per share at any time up to March 19, 2007.
- (2) Susan Hartjes Holman (beneficiary), benefit of Daniel G. Holman (deceased), as of February 27, 2007. The U.S. Securities and Exchange Commission declared the registration statement for the resale of the shares underlying these warrants effective on December 19, 2006. The warrants are exercisable at \$2.00 per share at any time up to March 19, 2007.
- (3) Susan Hartjes Holman (beneficiary), benefit of Daniel G. Holman (deceased), as of February 27, 2007. The U.S. Securities and Exchange Commission declared the registration statement for the resale of the shares underlying these warrants effective on December 19, 2006. The warrants are exercisable at \$2.00 per share at any time up to March 19, 2007.

Remarks:

Susan Hartjes Holman (beneficiary), benefit of Daniel G. Holman (deceased). Signature is on behalf of Ms. Hartjes Holman.

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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