

ROTH MICHAEL  
Form 4  
March 07, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ROTH MICHAEL

(Last) (First) (Middle)

C/O SF CAPITAL PARTNERS LTD., 3600 SOUTH LAKE DRIVE

(Street)

ST. FRANCIS, WI 53235

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 (A) or (D) Price   |   |  |                                   |
| Common Stock, \$0.01 par value per share | 09/13/2006                           |  | S                              | 18,000 D \$ 2.25  | 1,421,762   | I (1)  | By SF Capital Partners Ltd.       |
| Common Stock, \$0.01 par value per share | 09/13/2006                           |  | S                              | 1,500 D \$ 2.28   | 1,420,262   | I (1)  | By SF Capital Partners Ltd.       |
| Common Stock,                            | 09/13/2006                           |  | S                              | 2,500 D \$ 2.29   | 1,417,762   | I (1)  | By SF Capital                     |

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|  |            |   |        |   |         |           |              |                             |
|--|------------|---|--------|---|---------|-----------|--------------|-----------------------------|
| \$0.01 par value per share               |            |   |        |   |         |           |              | Partners Ltd.               |
| Common Stock, \$0.01 par value per share | 09/13/2006 | S | 1,500  | D | \$ 2.3  | 1,416,262 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/13/2006 | S | 1,500  | D | \$ 2.35 | 1,414,762 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/14/2006 | S | 3,300  | D | \$ 3.02 | 1,411,462 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/14/2006 | S | 1,200  | D | \$ 3.03 | 1,410,262 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/14/2006 | S | 2,800  | D | \$ 3.04 | 1,407,462 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/14/2006 | S | 13,500 | D | \$ 3.13 | 1,393,962 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/14/2006 | S | 3,100  | D | \$ 3.32 | 1,390,862 | I <u>(1)</u> | By SF Capital Partners Ltd. |
| Common Stock, \$0.01 par value per share | 09/15/2006 | S | 848    | D | \$ 3    | 1,390,014 | I <u>(1)</u> | By SF Capital Partners Ltd. |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROTH MICHAEL<br>C/O SF CAPITAL PARTNERS LTD.<br>3600 SOUTH LAKE DRIVE<br>ST. FRANCIS, WI 53235    |               | X         |         |       |
| STARK BRIAN JAY<br>C/O SF CAPITAL PARTNERS LTD.<br>3600 SOUTH LAKE DRIVE<br>ST. FRANCIS, WI 53235 |               | X         |         |       |

## Signatures

/s/ Michael A. Roth 03/07/2007  
 \*\*Signature of Reporting Person Date

/s/ Brian J. Stark 03/07/2007  
 \*\*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).

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- Represents the combined indirect holdings of Michael A. Roth and Brian J. Stark (the "Reporting Persons"). All of the foregoing represents securities held directly by SF Capital Partners Ltd. ("SF Capital"). The Reporting Persons are the Managing Members of Stark Offshore Management LLC ("Stark Offshore"), which acts as investment manager and has sole power to direct the management of SF Capital. Through Stark Offshore, the Reporting Persons possess voting and dispositive power over all of the foregoing shares. Therefore, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the Reporting Persons may be deemed to be the beneficial owners of, but hereby disclaim such beneficial ownership of, the foregoing shares.
- (1)

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.