

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Herschowitz Samuel</u> (Last) (First) (Middle) <u>144 WILLOW STREET</u> (Street) <u>BROOKLYN NY 11217</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BioDrain Medical, Inc. [BIOR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	04/13/2012		j ⁽¹⁾⁽²⁾		100,000	A	(1)(2)	4,920,718	D	
Common Stock, par value \$0.01 per share	04/13/2012		j ⁽³⁾		163,333	A	(3)	4,920,718	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Pursuant to the Amended and Restated Note Purchase Agreement, dated as of December 20, 2011, by and among the Issuer and Dr. Samuel Herschkowitz (the "First Note Purchase Agreement"), in exchange for a loan in cash in the amount of \$240,000 from Dr. Herschkowitz to the Issuer, the Issuer issued to Dr. Herschkowitz a Convertible Promissory Note (the "First Note"), dated December 20, 2011, in the original principal amount of \$240,000. Pursuant to the First Note Purchase Agreement, the Issuer agreed to issue an equity bonus to Dr. Herschkowitz in an amount based upon the outstanding principal amount under the First Note. Prior to being amended and restated, the First Note was issued in the original principal amount of \$225,000. Upon amending and restating the First Note, the original principal amount thereunder was increased to \$240,000.
- While the initial equity bonus due to Dr. Herschkowitz has not yet been issued, the 100,000 shares reported in Table I are an equity bonus issued pursuant to the First Note Purchase Agreement for the \$15,000 increase in the outstanding principal amount under the First Note. The shares were issued at a value of \$0.15 per share.
- As long as any amount payable under the First Note remains outstanding, Dr. Herschkowitz or his designee is entitled to appoint a special advisor to the Issuer's board of directors (the "Board"), who will be appointed as a member of the Board upon request. Pursuant to this authority, Joshua Kornberg was appointed to the Board on March 9, 2012. Under the First Note Purchase Agreement, Dr. Herschkowitz may be entitled to receive additional shares of the Issuer's common stock ("Shares") as compensation for the attendance by his nominee at meetings of the Board, should he elect to receive such compensation in Shares in lieu of cash. The 163,333 Shares reported in Table I are Shares issued as compensation for the attendance of Mr. Kornberg, as Dr. Herschkowitz's designee, at several meetings of the Board. The Shares were issued at a value of \$0.15 per Share.

/s/ Dr. Samuel Herschkowitz 04/17/2012

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.