

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Herschowitz Samuel</u> <hr/> (Last) (First) (Middle) <u>144 WILLOW STREET</u> <hr/> (Street) <u>BROOKLYN NY 11217</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/28/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>BioDrain Medical, Inc. [BIOR]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/06/2012</u> <hr/> 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$0.01 per share</u>	<u>1,588,667⁽¹⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Pursuant to the Amended and Restated Note Purchase Agreement, dated as of December 20, 2011, between the Issuer and Dr. Herschkowitz (the "First Note Purchase Agreement"), in exchange for a loan in the amount of \$240,000, the Issuer issued to Dr. Herschkowitz a Convertible Promissory Note (the "First Note") in the 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 principal amount was increased to \$240,000. 1,546,667 of the shares reported in Table I constitute an equity bonus issued pursuant to the First Note Purchase Agreement for the \$225,000 original principal amount under the First Note. The shares were issued at a valuation of \$0.15 per share.

/s/ Dr. Samuel Herschkowitz 04/24/2012

** 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 5 (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.