

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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).

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>Kornberg Joshua</u> (Last) (First) (Middle) <u>423 ATLANTIC AVENUE</u> <u>#4A</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	03/28/2012		J ⁽¹⁾		4,615,385	A	(1)	4,915,385	I	See footnote ⁽²⁾	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Grid Note	(3)	03/28/2012		J ⁽¹⁾		\$84,657		(4)	(5)	Common Stock, par value \$0.01 per share	1,302,415	(1)	\$84,657	I	See Footnote ⁽²⁾

Explanation of Responses:

- Pursuant to the Note Purchase Agreement, dated as of March 28, 2012, by and among the Issuer and SOK Partners, LLC (the "Note Purchase Agreement"), (i) the shares of Common Stock disclosed in Table I (the "Acquired Securities") are an equity bonus issuable to SOK Partners LLC ("SOK Partners") under the Note Purchase Agreement and (ii) the Issuer issued to SOK Partners the Convertible Promissory Grid Note (the "Grid Note") disclosed in Table II, the principal of which is convertible into Common Stock.
- The Acquired Securities are required to be issued to, and the Grid Note was issued to, SOK Partners pursuant to the Note Purchase Agreement. Atlantic Partners Alliance LLC ("Atlantic Partners") is the sole member of SOK Partners. Mr. Kornberg is one of the members of Atlantic Partners and therefore may be deemed to be the beneficial owner of securities of the Issuer held by SOK Partners.
- The Grid Note issued pursuant to the Note Purchase Agreement may be converted into a number of shares of Common Stock equal to the outstanding principal amount of the Note divided by \$0.065 (the "Conversion Price"). The Conversion Price is subject to adjustment upon the occurrence of certain events, such as stock splits and issuance of stock for a consideration per share less than the Conversion Price.
- The Grid Note may be converted into shares of Common Stock at any time at the option of SOK Partners. The Grid Note shall be converted into Common Stock if the Issuer effects certain qualified transactions where, as a result, the surviving entity has available at least \$399,000 in additional cash and cash equivalents as a result of the transaction.
- The Grid Note is convertible so long as any amount remains payable under the Grid Note. The Grid Note shall become due and payable on the earlier of (i) 150 days following March 28, 2012 and (ii) 30 days following a financing by the Issuer with gross proceeds of at least \$399,000.

/s/ Joshua Kornberg

04/02/2012

** 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.