

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>Herschkowitz 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>05/04/2012</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	05/04/2012		J ⁽¹⁾		4,615,385	A	(1)	18,582,770	I	By SOK Partners LLC

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
Convertible Promissory Grid Note	(2)	05/04/2012		J ⁽³⁾		0 ⁽³⁾		(4)	(4)	Common Stock, par value \$0.01 per share	3,425,000	(3)	1	I	By SOK Partners LLC

Explanation of Responses:

- On May 17, 2012, the Issuer instructed its transfer agent to issue to SOK Partners LLC ("SOK Partners") a stock certificate evidencing 4,615,385 shares of the Issuer's Common Stock, par value \$0.01 per share ("Shares"), registered in the name of SOK Partners. Such Shares represent the second equity bonus issuable to SOK Partners under the Note Purchase Agreement, dated as of March 28, 2012, between the Issuer and SOK Partners (the "SOK Note Purchase Agreement") upon SOK Partners having made aggregate advances under the Convertible Promissory Grid Note, dated March 28, 2012, made by the Issuer in favor of SOK Partners (the "Grid Note") of not less than \$300,000, which event occurred on May 4, 2012. Atlantic Partners Alliance LLC ("Atlantic Partners") is the sole member of SOK Partners. Dr. Herschkowitz 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 outstanding principal amount under the Grid Note may be converted into a number of Shares equal to the then outstanding principal amount under the Grid Note divided by \$0.065 (the "Grid Note Conversion Price"). The current outstanding principal amount under the Grid Note is \$307,282. The Grid Note Conversion Price is subject to adjustment upon the occurrence of certain events, such as stock splits and the issuance of stock for a consideration per Share less than the Grid Note Conversion Price.
- On May 4, 2012, SOK Partners made an advance to the Issuer under the Grid Note that, combined with prior advances to the Issuer thereunder, increased the outstanding principal amount under the Grid Note to \$307,282. The current aggregate outstanding principal amount under the Grid Note is convertible into an aggregate of 4,727,415 Shares.
- The Grid Note may be converted into Shares at any time at the option of SOK Partners. The Grid Note shall mandatorily be converted into Shares if the Issuer effects certain qualified transactions where, as a result thereof, the surviving entity has available at least \$399,000 in additional cash and cash equivalents as a result of the transaction.

/s/ Dr. Samuel Herschkowitz 05/17/2012

** 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.