

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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).

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) 1 GRAND ARMY PLAZA #9F  (Street) BROOKLYN NY 11238  (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) 08/15/2012	
	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 <input type="checkbox"/> 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				

**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	(1)(2)	08/15/2012		j(3)(4)		21,262,234(5)		(1)	(1)	Common Stock, par value \$0.01 per share	27,098,925	(1)(2)	1	I	See Footnote(2)

**Explanation of Responses:**

- The outstanding principal amount and accrued interest under the Convertible Promissory Grid Note (the "Grid Note"), dated March 28, 2012, made by the Issuer in favor of SOK Partners LLC ("SOK Partners") may be converted at any time into a number of shares of the Issuer's Common Stock, par value \$0.01 per share ("Shares") equal to the then outstanding principal amount and accrued interest under the Grid Note divided by \$0.014. The current outstanding principal amount and accrued interest under the Grid Note is \$379,384.95, which amount, if converted into Shares, would result in the issuance of 27,098,925 Shares.
- The conversion price under the First Note 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 such conversion price. Atlantic Partners Alliance LLC ("Atlantic Partners") is the sole member of SOK Partners. Mr. Kornberg is one of the members of Atlantic Partners and may therefore be deemed to be the beneficial owner of securities of the Issuer held by SOK Partners.
- On August 15, 2012, the Issuer entered into a letter agreement (the "Forbearance Agreement") with SOK Partners and Dr. Samuel Herschkowitz (both on his own behalf and on behalf of Atlantic Partners) pursuant to which SOK Partners and Dr. Herschkowitz agreed to (i) forbear from enforcing their rights under the Convertible Promissory Note (the "First Note"), dated December 20, 2011, in the original principal amount of \$240,000 made by the Issuer in favor of Dr. Herschkowitz and the Convertible Promissory Grid Note (the "Grid Note"), dated March 28, 2012, made by the Issuer in favor of SOK Partners LLC ("SOK Partners"),
- (ii) terminate the letter agreement, dated March 14, 2012, between the Issuer and Atlantic Partners, which granted Dr. Herschkowitz and his affiliates certain anti-dilution rights, and (iii) extend the maturity date of each of the First Note and the Grid Note to December 31, 2012. In consideration of such agreements, the Issuer agreed to (x) issue to each of SOK Partners and Dr. Herschkowitz on the date of the Forbearance Agreement 13,250,000 Shares and (y) adjust the conversion price under each of the First Note and the Grid Note from \$0.065 per Share to \$0.014 per Share.
- The adjustment of the conversion price under the Grid Note from \$0.065 to \$0.014 would result, upon conversion of the outstanding principal amount and accrued interest under the Grid Note into Shares, in the issuance of 21,262,234 additional Shares to SOK Partners.

/s/ Joshua Kornberg

08/20/2012

\*\* 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.

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