

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person\*

EDAP TMS S.A.

(Last) (First) (Middle)

Parc D'Activites La Poudrette - Lamartine

4-6 Rue du Dauphine

(Street)

69120 Vaulx-en-valin, France

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Urologix, Inc., ULGX

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer  
 (Check all applicable)

- Director  10% Owner
- Officer (give title below)  Other (specify below)

7. Individual or Joint/Group Filing  
 (Check applicable line)

- 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)				
Common Stock	10/30/01	S4	200,000	D	\$15.00	425,000	I	Through wholly-owned subsidiaries

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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).

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Exer- tion cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)	
Warrants (Right to buy)	\$7.725	6/5/01	S4	163,733	(1) 10/01/05	Common Stock	163,733	\$22.00	0	I	Through wholly-owned subsidiaries
Warrants (Right to buy)	\$7.725	6/7/01	S4	163,733	(1) 10/01/05	Common Stock	163,733	\$21.20	0	I	Through wholly-owned subsidiaries

Explanation of Responses:

(1) Immediately.

/s/ Ian Vawter  
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Ian Vawter  
Chief Financial Officer

February 13, 2002  
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Date

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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained  
in this form are not required to respond unless the form displays a currently  
valid OMB Number.