

**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                                 |           |
|--|-----------|
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| 1. Name and Address of Reporting Person*<br><u>STRAUS ASSET MANAGEMENT, LLC</u><br><br>(Last) (First) (Middle)<br>767 THIRD AVE<br>21ST FLOOR<br><br>(Street)<br>NY NY 10017<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Sunshine Heart, Inc. [ SSH ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                   |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/19/2012                     |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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  |   |  |   |
| Common Stock                    | 11/19/2012                           |  | P                              |   | 5,000   | D          | \$6.39 | 438,704   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/19/2012                           |  | P                              |   | 5,000   | D          | \$6.4  | 433,704   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/19/2012                           |  | P                              |   | 5,000   | D          | \$6.51 | 428,704   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/19/2012                           |  | P                              |   | 5,000   | D          | \$6.54 | 423,704   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/20/2012                           |  | P                              |   | 10,000  | D          | \$7.54 | 413,704   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/20/2012                           |  | P                              |   | 5,393   | D          | \$6.94 | 408,311   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/20/2012                           |  | P                              |   | 5,000   | D          | \$6.72 | 403,311   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/20/2012                           |  | P                              |   | 10,000  | D          | \$6.77 | 393,311   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    | 11/20/2012                           |  | P                              |   | 6,200   | D          | \$6.73 | 387,111   | I  | See Footnote <sup>(1)</sup>                           |

**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 |   |  |  |   |  |

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| 1. Name and Address of Reporting Person*<br><u>STRAUS ASSET MANAGEMENT, LLC</u><br><br>(Last) (First) (Middle)<br>767 THIRD AVE<br>21ST FLOOR<br><br>(Street)<br>NY NY 10017 |  |  |
|--|--|--|

|  |         |          |
|--|---------|----------|
| (City)                                   | (State) | (Zip)    |
| 1. Name and Address of Reporting Person* |         |          |
| <u>STRAUS MELVILLE</u>                   |         |          |
| (Last)                                   | (First) | (Middle) |
| 767 THIRD AVENUE                         |         |          |
| 21ST FLOOR                               |         |          |
| (Street)                                 |         |          |
| NEW YORK                                 | NY      | 10017    |
| (City)                                   | (State) | (Zip)    |

**Explanation of Responses:**

1. These securities are held in the accounts of several investment funds (collectively, the "Investment Vehicles") for which Straus Asset Management LLC ("SAM") serves as investment manager. Melville Straus is managing member of SAM. SAM and Mr. Straus may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of SAM's position as investment manager of the Investment Vehicles and Mr. Straus's status as managing member of SAM. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), or for any other purpose. The Reporting Persons affirmatively disclaim being a "group" for purposes of Section 16.

Straus Asset Management,  
LLC By: /s/ Melville Straus,      02/01/2013  
Managing Member  
/s/ Melville Straus                      02/01/2013

\*\* 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.**