

BROTZMAN RICHARD W
 Form 4
 October 13, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BROTZMAN RICHARD W

2. Issuer Name and Ticker or Trading Symbol
 NANOPHASE TECHNOLOGIES CORPORATION [NANX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1319 MARQUETTE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/11/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP - Research & Development

ROMEDEVILLE, IL 60446

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 (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 Ownership (Instr. 4)
				(A) or (D)	Amount			
Common Stock	10/11/2004		A	V	1,500	(4)	1,500	D
Common Stock							1,500	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 1.727					03/01/1997 ⁽¹⁾ 03/01/2006	Common Stock 49,215
Stock Option (right to buy)	\$ 3.886					11/07/1997 ⁽²⁾ 11/07/2006	Common Stock 69,480
Stock Option (right to buy)	\$ 3.8125					07/31/1999 ⁽¹⁾ 07/31/2008	Common Stock 40,600
Stock Option (right to buy)	\$ 1.75					07/27/2000 ⁽³⁾ 07/27/2009	Common Stock 15,000
Stock Option (right to buy)	\$ 7.6875					05/24/2001 ⁽³⁾ 05/24/2010	Common Stock 22,500
Stock Option (right to buy)	\$ 10.875					01/26/2002 ⁽³⁾ 01/26/2011	Common Stock 20,000
Stock Option (right to buy)	\$ 7.0625					02/28/2002 ⁽³⁾ 02/28/2011	Common Stock 20,000
Stock Option (right to buy)	\$ 6.65					01/03/2003 ⁽³⁾ 01/03/2012	Common Stock 20,000
	\$ 3.66					03/24/2004 ⁽³⁾ 03/24/2013	20,000

Stock
Option
(right to
buy)

Common
Stock

Stock
Option
(right to
buy)

\$ 5.55

10/11/2004

A

11,000

10/11/2005⁽³⁾

10/11/2014

Common
Stock

11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROTZMAN RICHARD W 1319 MARQUETTE DRIVE ROMEOVILLE, IL 60446			VP - Research & Development	

Signatures

/s/ Richard W.
Brotzman, Jr.

10/13/2004

__Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).
- (1) Subject to certain restrictions, beginning on this date, options vest in five equal installments.
- (2) Subject to certain restrictions, 51,485 of these options vest in five equal annual installments beginning on 11/07/1997, with the remainder vesting on 11/07/2004.
- (3) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.
- (4) Issued pursuant to a restricted share grant under the Company's 2004 Equity Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.