

NANOPHASE TECHNOLOGIES CORPORATION  
 Form 4  
 February 14, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**JANKOWSKI JESS**

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)  
**02/13/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President, CEO**

**ROMEOVILLE, 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)
Common Stock				(A) or (D)	38,801	D	
Common Stock				(A) or (D)	1,000	I	Spouse's IRA

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
Common Stock (right to buy)	\$ 5.55					10/11/2005 <sup>(1)</sup> 10/11/2014	Common Stock 11,000
Common Stock (right to buy)	\$ 6.03					09/27/2006 <sup>(1)</sup> 09/27/2015	Common Stock 10,000
Common Stock (right to buy)	\$ 6.01					09/27/2007 <sup>(1)</sup> 09/27/2016	Common Stock 15,000
Common Stock (right to buy)	\$ 4.48					11/06/2008 <sup>(1)</sup> 11/06/2017	Common Stock 18,000
Common Stock (right to buy)	\$ 3.14					05/12/2009 <sup>(1)</sup> 05/12/2018	Common Stock 23,000
Common Stock (right to buy)	\$ 1.02					05/04/2010 <sup>(1)</sup> 05/04/2019	Common Stock 30,000
Common Stock (right to buy)	\$ 1.7					05/03/2011 <sup>(1)</sup> 05/03/2020	Common Stock 27,000
Common Stock (right to buy)	\$ 1.26					05/02/2012 <sup>(1)</sup> 05/02/2021	Common Stock 85,000
	\$ 0.3					08/07/2013 <sup>(1)</sup> 08/07/2022	98,000

Common Stock (right to buy)							Common Stock	
Common Stock (right to buy)	\$ 0.415				02/14/2014 <sup>(1)</sup>	02/14/2023	Common Stock	90,000
Common Stock (right to purchase)	\$ 0.52	02/13/2014	A	90,000	02/13/2015 <sup>(2)</sup>	02/13/2024	Common Stock	90,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANKOWSKI JESS 1319 MARQUETTE DRIVE ROMEOVILLE, IL 60446	X		President, CEO	

## Signatures

Jess A. Jankowski	02/14/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 three equal annual installments.
- (2) Subject to certain restrictions, beginning on this date, options vest in three equal installments.

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.