### Edgar Filing: NANOPHASE TECHNOLOGIES CORPORATION - Form 4

#### NANOPHASE TECHNOLOGIES CORPORATION

Form 4 July 05, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HENDERSON JAMES A** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

X\_ Director

NANOPHASE TECHNOLOGIES CORPORATION [NANX]

(Check all applicable)

(First)

(Street)

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

10% Owner Officer (give title Other (specify

1319 MARQUETTE DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

3.

07/03/2006

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ROMEOVILLE, IL 60446

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership

(Instr. 4)

(A)

Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

8,410

D

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

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 control number.

**SEC 1474** (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)		6. Date Exercisab Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 8.57					07/17/2002(1)	07/17/2011(1)	Common Stock	10,000
Stock Option (right to buy)	\$ 3.78					11/25/2003(1)	11/25/2012(1)	Common Stock	2,000
Stock Option (right to buy)	\$ 5.07					06/26/2004(1)	06/26/2013(1)	Common Stock	2,000
Deferred Common Stock	(2) (3)	07/03/2006		A	852	<u>(4)</u>	<u>(4)</u>	Common Stock	852

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
HENDERSON JAMES A 1319 MARQUETTE DRIVE ROMEOVILLE, IL 60446	X					

# **Signatures**

By Jess Jankowski under UPA for James A. Henderson

07/05/2006

\*\*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 three equal annual installments.

**(2)** 

Reporting Owners 2

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852 shares of common stock were to be granted under the Company's 2005 Non-Employee Director Restricted Stock Plan. Such shares are vested immediately but subject to certain transfer restrictions. Pursuant to such plan, the reporting person elected to defer receipt of such shares and receive instead 852 shares of deferred common stock which, along with the 1,895 similar shares granted previously, will be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.

- (3) Each share of deferred common stock represents a right to receive one share of common stock.
- (4) The deferred common stock becomes payable upon the reporting person's termination of service as a director of the Company.
  - Pursuant to such plan, the reporting person elected to defer receipt of such shares and recieve 852 shares of deferred common stock,
- (5) amounting to a cumulative total of 2,747 shares of deferred common stock received (including those received from previous grants) to date, which will all be accounted for under the Company's Non-Employee Director Deferred 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.