

NANOPHASE TECHNOLOGIES CORPORATION

Form 4

February 19, 2013

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 *
MCCLUNG JAMES A

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)
 02/14/2013

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

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

ROMEDEVILLE, 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 (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 (D) Price			
Common Stock					30,071	I	By Wife
Common Stock					17,582	D	

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.07							06/26/2004 ⁽¹⁾	06/26/2013	Common Stock	2
Stock Option (right to buy)	\$ 1.36 ⁽¹⁾							01/31/2014	01/31/2021	Common Stock	1
Deferred Common Stock	⁽²⁾							⁽³⁾	⁽³⁾⁽⁴⁾	Common Stock	2
Stock Appreciation Right ⁽⁵⁾	\$ 0.99							⁽⁵⁾	⁽⁵⁾	Common Stock	2
Stock Option (right to buy)	\$ 0.3 ⁽¹⁾							08/07/2015	08/07/2022	Common Stock	1
Stock Option (right to buy)	\$ 0.415 ⁽¹⁾	02/14/2013		A		12,000		02/14/2014	02/14/2023	Common Stock	1

Reporting Owners

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

Signatures

By Jess Jankowski under UPA for James A. McClung

02/19/2013

^{**}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 rights and restrictions, beginning on this date, options vest in three equal annual installments.

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- (2) Each share of deferred common stock represents a right to receive one share of common stock.
- (3) The deferred common stock becomes payable upon the reporting person's termination of service as a director of the Company.
- (4) Pursuant to such plan, the reporting person elected to defer receipt of such shares and receive a cumulative total of 21,596 shares of deferred common stock which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.

- The stock appreciation right becomes payable upon the reporting person's termination of service as a director of the Company. 2,250 were issued 4/8/2009 at a conversion price of \$0.90, 2,250 were issued 7/1/2009 at a conversion price of \$1.05, 2,250 were issued 10/1/2009 at a conversion price of \$1.18, 2,250 were issued 1/4/2010 at a conversion price of \$0.84, 2,250 were issued 4/1/2010 at a conversion price of \$1.85, 2,250 were issued 7/1/2010 at a conversion price of \$1.10, and 2,250 were issued 10/1/2010 at a conversion price of \$0.99.
- (5)

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