

WHITMORE R JANET
Form 4
May 24, 2018

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 *
WHITMORE R JANET

2. Issuer Name and Ticker or Trading Symbol
NANOPHASE TECHNOLOGIES Corp [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)
05/23/2018

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

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) Code V Amount Price | | | |
| Common Stock | | | | | 135,584 | I | By Daughter |
| Common Stock | | | | | 102,909 | I | By Son |
| Common Stock | | | | | 1,243,507 | 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)

number.

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 purchase) | \$ 1.36 ⁽¹⁾ | | | | | 01/31/2012 01/31/2021 | Common Stock 10,000 |
| Deferred Common Stock | ⁽²⁾ | | | | | ⁽³⁾ ⁽³⁾⁽⁴⁾ | Common Stock 2,000 |
| Common Stock (right to purchase) | \$ 0.3 ⁽¹⁾ | | | | | 08/07/2013 08/07/2022 | Common Stock 10,000 |
| Common Stock (right to purchase) | \$ 0.415 ⁽¹⁾ | | | | | 02/14/2014 02/14/2023 | Common Stock 10,000 |
| Common Stock (right to purchase) | \$ 0.52 ⁽⁵⁾ | | | | | 02/13/2015 02/13/2024 | Common Stock 10,000 |
| Common Stock (right to purchase) | \$ 0.44 ⁽¹⁾ | | | | | 02/18/2016 02/18/2025 | Common Stock 9,000 |
| Common Stock (right to purchase) | \$ 0.42 ⁽¹⁾ | | | | | 02/23/2017 02/23/2026 | Common Stock 8,100 |
| Common Stock (right to purchase) | \$ 0.9 ⁽⁶⁾ | | | | | 11/17/2016 11/17/2026 | Common Stock 2,000 |

| | | | | | | | | |
|----------------------------------|------------------------|------------|---|--------|---------------------------|------------|--------------|--------|
| Common Stock (right to purchase) | \$ 1.05 ⁽⁶⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 1.18 ⁽⁶⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 0.84 ⁽⁶⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 1.85 ⁽⁶⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 1.1 ⁽⁶⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 0.99 ⁽⁶⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 0.68 ⁽⁵⁾ | | | | 02/21/2018 | 02/21/2027 | Common Stock | 10,000 |
| Common Stock (right to purchase) | \$ 0.82 | 05/23/2018 | A | 10,000 | 05/23/2019 ⁽¹⁾ | 05/23/2028 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMORE R JANET 1319 MARQUETTE DRIVE ROMEORVILLE, IL 60446 | | X | | |

Signatures

By Jess Jankowski under UPA for R. Janet Whitmore 05/24/2018

__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.
- (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 20,030 shares of deferred common stock which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.
- (5) Beginning on this date, subject to certain restrictions, the stock option vests in three equal annual installments.

The stock appreciation rights payable upon the reporting person's termination of service as a director of the Company were terminated, with stock options issued at identical exercise prices to the conversion prices of the respective stock appreciation rights. 2,000 were issued

- (6) with an exercise price of \$0.90, 2,000 were issued with an exercise price of \$1.05, 2,000 were issued with an exercise price of \$1.18, 2,000 were issued with an exercise price of \$0.84, 2,000 were issued with an exercise price of \$1.85, 2,000 were issued with an exercise price of \$1.10, and 2,000 were issued with an exercise price of \$0.99.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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