

Wahla Hassan
 Form 4
 December 09, 2010

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 *
 Wahla Hassan

2. Issuer Name and Ticker or Trading Symbol
 TeleNav, Inc. [TNAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2010

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

VP, Bus Dev & Carrier Sales

C/O TELENV, INC., 1130 KIFER ROAD

(Street)

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

SUNNYVALE, CA 94086

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/07/2010	12/07/2010	M	V	4,618 A \$ 1.32	4,618	D
Common Stock	12/07/2010	12/07/2010	M	V	3,862 A \$ 0.72	8,480	D
Common Stock	12/07/2010	12/07/2010	S	V	8,480 D \$ 7 0	0	D

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

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.32	12/07/2010	12/07/2010	M	4,618	⁽¹⁾ 08/29/2017	Common Stock	4,618
Employee Stock Option (Right to Buy)	\$ 0.72	12/07/2010	12/07/2010	M	3,862	⁽²⁾ 03/14/2016	Common Stock	3,862

Reporting Owners

Reporting Owner Name / Address	Relationships
Wahla Hassan C/O TELENV, INC. 1130 KIFER ROAD SUNNYVALE, CA 94086	Director 10% Owner Officer VP, Bus Dev & Carrier Sales

Signatures

/s/ Loren E. Hillberg, Attorney in Fact for Hassan S. Wahla 12/09/2010

**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).
- This stock option was granted on August 29, 2007 and vests over four years. 1/4th of the shares subject to the option vested and became (1) exercisable on August 29, 2008 and 1/48th of the shares subject to the option shall become vested at the end of each monthly period thereafter, subject to optionee's continued status as a service provider on each such vest date.

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This stock option was granted on March 14, 2006 and vested over four years. 1/4 of the shares subject to the option vested and became
(2) exercisable on March 7, 2007, and 1/48 of the shares subject to the option vested and became exercisable at the end of each monthly period thereafter.

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.