

TeleNav, Inc.

Form 4

December 16, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HILLBERG LOREN E**

(Last) (First) (Middle)

**C/O TELENNAV, INC., 1130 KIFER  
ROAD**

(Street)

**SUNNYVALE, CA 94086**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/14/2010**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

General Counsel and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2010	12/14/2010	M		12,000	A	\$ 4.2	12,000	D	
Common Stock	12/14/2010	12/14/2010	S		3,097	D	\$ 7.13	8,903	D	
Common Stock	12/14/2010	12/14/2010	S		200	D	\$ 7.14	8,703	D	
Common Stock	12/14/2010	12/14/2010	S		1,434	D	\$ 7.15	7,269	D	
Common Stock	12/14/2010	12/14/2010	S		500	D	\$ 7.16	6,769	D	

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Common Stock	12/14/2010	12/14/2010	S	400	D	\$ 7.17	6,369	D
Common Stock	12/14/2010	12/14/2010	S	1,403	D	\$ 7.18	4,966	D
Common Stock	12/14/2010	12/14/2010	S	3,200	D	\$ 7.19	1,766	D
Common Stock	12/14/2010	12/14/2010	S	1,766	D	\$ 7.33	0	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.**

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.2	12/14/2010	12/14/2010	M	12,000	<u>(1)</u> 05/21/2019	Common Stock 12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
HILLBERG LOREN E C/O TELENNAV, INC., 1130 KIFER ROAD SUNNYVALE, CA 94086	Director 10% Owner Officer Other General Counsel and Secretary

## Signatures

/s/ Loren E.  
Hillberg 12/15/2010

\_\_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).
- (1) 1/4th of the shares subject to the option became vested on April 16, 2010 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.

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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