

Wahla Hassan
 Form 4
 February 03, 2011

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 *
Wahla Hassan

(Last) (First) (Middle)
 1130 KIFER ROAD
 (Street)

SUNNYVALE, CA 94086-5303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Business Development

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2011		M		365	A	\$ 1.32
Common Stock	02/01/2011		M		9,635	A	\$ 1.56
Common Stock	02/01/2011		S		365	D	\$ 10.0928
Common Stock	02/01/2011		S		9,635	D	\$ 10.0928

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

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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)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1.32	02/01/2011		M	365	08/29/2008 ⁽¹⁾ 08/29/2017	Common Stock	365
Incentive Stock Option (right to buy)	\$ 1.56	02/01/2011		M	9,635	05/23/2006 ⁽²⁾ 08/05/2015	Common Stock	9,635

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wahla Hassan 1130 KIFER ROAD SUNNYVALE, CA 94086-5303			VP, Business Development	

Signatures

By: /s/Loren E. Hillberg, Attorney in Fact For: Hassan Wahla 02/02/2011

__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) 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 exercisable on August 29, 2008 and 1/48 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 such vest date.

(2) This stock option was granted on December 11, 2007 and vests over four years. 1/4th of the shares subject to the option vested and became exercisable on May 23, 2006 and 1/48 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 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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