

Jin H.P.  
Form 4  
December 12, 2012

**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 \*  
Jin H.P.

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)  
950 DEGUIGNE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2012

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

(Street)  
SUNNYVALE, CA 94085-3900

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

(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)
			Code	V	Amount or Price		
Common Stock	12/10/2012		M		9,464 A \$ 0.72	767,137	D
Common Stock	12/10/2012		S		9,464 D \$ 8.1245	757,673	D
Common Stock	12/11/2012		M		10,536 A \$ 0.72	768,209	D
Common Stock	12/11/2012		S		10,536 D \$ 7.8453	757,673	D
Common Stock	12/11/2012		M		2,300 A \$ 0.72	759,973	D

Common Stock	12/11/2012	S	2,300	D	\$ 7.9	757,673	D	
Common Stock						16,700	I	by Daughter
Common Stock						16,700	I	by Son

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

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**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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 0.72	12/10/2012		M	9,464	05/13/2010 03/14/2016	Common Stock	9,464
Non-Qualified Stock Option (right to buy)	\$ 0.72	12/11/2012		M	10,536	05/13/2010 03/14/2016	Common Stock	10,536
Non-Qualified Stock Option (right to buy)	\$ 0.72	12/11/2012		M	2,300	05/13/2010 03/14/2016	Common Stock	2,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jin H.P. 950 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3900	X		CEO	

## Signatures

By: Loren E. Hillberg, by power of attorney For:  
H.P. Jin

12/12/2012

\_\_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).

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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