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NANOPHASE TECHNOLOGIES Corp

Form 4

November 21, 2016

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

response...

burden hours per

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Vincent George A

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

NANOPHASE TECHNOLOGIES

Corp [NANX]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 11/17/2016

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

ROMEOVILLE, IL 60446

1319 MARQUETTE DRIVE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration Date

7. Title at Underlyin (Month/Day/Year) (Instr. 3 a

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 4.48						11/06/2008(1)	11/06/2017(1)	Commo
Stock Option (right to buy)	\$ 1.36 <u>(1)</u>						01/31/2012	01/31/2021	Commo
Deferred Common Stock	<u>(2)</u>						<u>(3)</u>	(3)(4)	Commo
Stock Appreciation Right (5)	\$ 1.18 <u>(5)</u>	11/17/2016		D		15,750	<u>(5)</u>	<u>(5)</u>	Commo
Stock Option (right to buy)	\$ 0.3 (1)						08/07/2013	08/07/2022	Commo
Stock Option (right to buy)	\$ 0.415 (1)						02/14/2014	02/14/2023	Commo
Stock Option (right to buy)	\$ 0.52 (1)						02/13/2015	02/13/2024	Commo
Stock Option (right to buy)	\$ 0.44 (1)						02/18/2016	02/18/2025	Commo
Stock Option (right to buy)	\$ 0.42 (1)						02/23/2017	02/23/2026	Commo
Stock Option (right to buy)	\$ 0.9	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo
Stock Option (right to buy)	\$ 1.05	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo
Stock Option (right to buy)	\$ 1.18	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo
Stock Option (right to buy)	\$ 0.84	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo
Stock Option (right to buy)	\$ 1.85	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo
Stock Option (right to buy)	\$ 1.1	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo
Stock Option (right to buy)	\$ 0.99	11/17/2016		A	2,250		11/17/2016	11/17/2026	Commo

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vincent George A
1319 MARQUETTE DRIVE X
ROMEOVILLE, IL 60446

Signatures

By Jess Jankowski under UPA for George A. Vincent

11/21/2016

**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 12,652 shares of deferred common stock which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.
 - The stock appreciation rights were to become payable upon the reporting person's termination of service as a director of the Company. 2,250 were issued 4/8/2009 at a conversion price of \$0.90, 2,250 were issued 7/1/2009 at a conversion price of \$1.05, 2,250 were issued
- (5) 10/1/2009 at a conversion price of \$1.18, 2,250 were issued 1/4/2010 at a conversion price of \$0.84, 2,250 were issued 4/1/2010 at a conversion price of \$1.85, 2,250 were issued 7/1/2010 at a conversion price of \$1.10, and 2,250 were issued 10/1/2010 at a conversion price of \$0.99.
 - 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 with exercise prices equal to the conversion prices of the respective stock appreciation rights. 2,250 were issued
- (6) with an exercise price of \$0.90, 2,250 were issued with an exercise price of \$1.05, 2,250 were issued with an exercise price of \$1.18, 2,250 were issued with an exercise price of \$0.84, 2,250 were issued with an exercise price of \$1.85, 2,250 were issued with an exercise price of \$1.10, and 2,250 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. 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.

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