

HENDERSON JAMES A
 Form 4
 May 24, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
HENDERSON JAMES A

2. Issuer Name and Ticker or Trading Symbol
NANOPHASE TECHNOLOGIES Corp [NANX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1319 MARQUETTE DRIVE

(Street)

ROMEDEVILLE, IL 60446

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2017

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 482,115 | 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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: HENDERSON JAMES A - Form 4

| 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock (right to purchase) | \$ 1.36 | | | | | 01/31/2012 ⁽¹⁾ | 01/31/2021 | Common Stock | 10,000 |
| Deferred Common Stock | ⁽²⁾ | | | | | ⁽³⁾ | ⁽³⁾⁽⁴⁾ | Common Stock | 20,000 |
| Common Stock (right to purchase) | \$ 0.52 | | | | | 02/13/2015 ⁽¹⁾ | 02/13/2024 | Common Stock | 10,000 |
| Common Stock (right to purchase) | \$ 0.44 | | | | | 02/18/2016 ⁽¹⁾ | 02/18/2025 | Common Stock | 4,500 |
| Common Stock (right to purchase) | \$ 0.42 | | | | | 02/23/2017 ⁽¹⁾ | 02/23/2026 | Common Stock | 12,150 |
| Common Stock (right to purchase) | \$ 0.9 ⁽⁵⁾ | | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 1.05 ⁽⁵⁾ | | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 1.18 ⁽⁵⁾ | | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 0.84 ⁽⁵⁾ | | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |

| | | | | | | | | |
|----------------------------------|------------------------|------------|--|---|---------------------------|---------------------------|--------------|---------------------|
| Common Stock (right to purchase) | \$ 1.85 ⁽⁵⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 1.1 ⁽⁵⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 0.99 ⁽⁵⁾ | | | | 11/17/2016 | 11/17/2026 | Common Stock | 2,000 |
| Common Stock (right to purchase) | \$ 0.68 | | | | 02/21/2018 ⁽¹⁾ | 02/21/2027 | Common Stock | 15,000 |
| Common Stock (right to purchase) | \$ 0.82 | 05/23/2017 | | A | 15,000 | 05/23/2019 ⁽¹⁾ | 05/23/2028 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HENDERSON JAMES A 1319 MARQUETTE DRIVE ROMEDEVILLE, IL 60446 | X | | | |

Signatures

By Jess Jankowski under UPA for James A. Henderson

05/24/2018

__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 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 20,030 shares of deferred common stock which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.
- (5) 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 at identical exercise prices to the conversion prices of the respective stock appreciation rights. 2,000 were issued with an exercise price of \$0.90, 2,000 were issued with an exercise price of \$1.05, 2,000 were issued with an exercise price of \$1.18, 2,000 were issued with an exercise price of \$0.84, 2,000 were issued with an exercise price of \$1.85, 2,000 were issued with an exercise

Edgar Filing: HENDERSON JAMES A - Form 4

price of \$1.10, and 2,000 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.