## Edgar Filing: SIEGEL RICHARD W - Form 4

SIEGEL RIC	HARD W										
Form 4											
July 09, 2012	2										
FORM	4		GEOUD							PPROVAL	
	UNITEL	) STATES		shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				GES IN I SECUR		CIAI	L OWI	NERSHIP OF	burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	s Section 17	7(a) of the 1	Public Ut		ling Com	pany	Act of	e Act of 1934, E 1935 or Section 0	·		
(Print or Type R	lesponses)										
SIEGEL RICHARD W Sym NA			Symbol NANOF	2. Issuer Name <b>and</b> Ticker or Trading Symbol NANOPHASE TECHNOLOGIES CORPORATION [NANX]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Dat (Mont			3. Date of (Month/D	Date of Earliest Transaction Ionth/Day/Year) 5/29/2012				X Director Officer (give below)		Owner er (specify	
Filed(Mor			nendment, Date Original Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
ROMEOVII	LLE, IL 60446							Person	fore than one Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securiti n(A) or Dis (Instr. 3, 4)	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	06/29/2012			X	66,506 (2)	A	\$ 0.33	260,968 <u>(3)</u>	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.

 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. Transacti Code (Instr. 8)	orDeriva Securit Acquir Dispos		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title N
Stock Option (right to buy)	\$ 3.78						11/25/2003(4)	11/25/2012	Common Stock
Stock Option (right to buy)	\$ 5.07						06/26/2004(4)	06/26/2013	Common Stock
Stock Option (right to buy)	\$ 1.36						01/31/2014(4)	01/31/2021	Common Stock
Deferred Common Stock	<u>(5)</u>						(6)	(6)(7)	Common Stock
Stock Appreciation Right (8)	<u>(8)</u>						(8)	(8)	Common Stock
Subscription Rights (right to buy) (9)	\$ 0.33	06/29/2012		Х	]	194,462	06/13/2012	07/20/2012	Common Stock

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	Director 10% Owner		Other			
SIEGEL RICHARD W 1319 MARQUETTE DRIVE ROMEOVILLE, IL 60446	Х						
Signatures							
By Jess Jankowski under UPA Siegel	urd W.	07/09/2012					
<u>**</u> Signature of Reporting I		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) The shares were purchased upon exercise of subscription rights issued pro rata to holders of the issuer's common stock (the "Common Stock") as of the close of business on June 13, 2012 (the "Record Date"), to purchase 0.342 shares of Common Stock for each one share of Common Stock owned as of the close of business on the Record Date at a subscription price of \$0.33 per full share under the basic subscription privilege of the issuer's rights offering. The reporting person also exercised his over-subscription privilege under the rights

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offering, seeking up to 266,024 additional shares of Common Stock at the same \$0.33 price. The number of shares of Common Stock purchased by the reporting person pursuant to the exercise of his over-subscription privilege will be subject to availability and the pro rata allocation of shares among persons exercising this over-subscription privilege and will be determined subsequent to the expiration date of the rights offering.

- (2) The shares of Common Stock will be issued to the reporting person upon the expiration of the rights offering.
- (3) The reporting person's shares have been adjusted to reflect a gift of stock on 12/12/2006 which was properly reported on a Form 4 filing but not accounted for in subsequent share holding disclosures.
- (4) Subject to certain rights and restrictions, beginning on this date, options vest in three equal annual installments.
- (5) Each share of deferred common stock represents a right to receive one share of common stock.
- (6) The deferred common stock becomes payable upon the reporting person's termination of service as a director of the Company.
- 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.

The stock appreciation right becomes payable upon the reporting person's termination of service as a director of the Company. 2,000 were issued 4/8/2009 at a conversion price of \$0.90, 2,000 were issued 7/1/2009 at a conversion price of \$1.05, 2,000 were issued 10/1/2009 at

(8) Instact (0.1200) at a conversion price of \$0.90, 2,000 were issued 1/1/2010 at a conversion price of \$1.85, 2,000 were issued 4/1/2010 at a conversion price of \$1.85, 2,000 were issued 4/1/2010 at a conversion price of \$1.85, 2,000 were issued 7/1/2010 at a conversion price of \$1.90, 2000 were issued 1/1/2010 at a conversion price of \$1.90, 2000 were issued 1/1/2010 at a conversion price of \$1.90, 2000 were issued 1/1/2010 at a conversion price of \$0.90, 2000 were issued 1/1/2010 at a conversion price of \$0.90, 2000 were issued 1/1/2010 at a conversion price of \$1.90, 2000

The reporting person exercised subscription rights issued pro rata to holders of Common Stock as of the close of business on the Record(9) Date, to purchase 0.342 shares of Common Stock for each one share of Common Stock owned as of the close of business on the Record Date at a subscription price of \$0.33 per full share under the basic subscription privilege of the issuer's rights offering.

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.