

NANOPHASE TECHNOLOGIES Corp  
 Form 4  
 November 28, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 WHITMORE R JANET

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)  
 11/23/2016

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)
			Code	V	Amount or Price		
Common Stock					32,675	I	By Daughter
Common Stock	11/23/2016		P		7,500	A	
					\$ 0.71		
					1,099,965	D	

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.36 <sup>(1)</sup>					01/31/2012	01/31/2021	Common Stock	10,000
Deferred Common Stock	<sup>(2)</sup>					<sup>(3)</sup>	<sup>(3)(4)</sup>	Common Stock	2,000
Stock Appreciation Right <sup>(5)</sup>	\$ 1.18					<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	14,000
Stock Option (right to buy)	\$ 0.3 <sup>(1)</sup>					08/07/2013	08/07/2022	Common Stock	10,000
Stock Option (right to buy)	\$ 0.415 <sup>(1)</sup>					02/14/2014	02/14/2023	Common Stock	10,000
Stock Option (right to buy)	\$ 0.52 <sup>(6)</sup>					02/13/2015	02/13/2024	Common Stock	10,000
Stock Option (right to buy)	\$ 0.44 <sup>(1)</sup>					02/18/2016	02/18/2025	Common Stock	9,000
Stock Option (right to buy)	\$ 0.42 <sup>(1)</sup>					02/23/2017	02/23/2026	Common Stock	8,100
Stock Option (right to buy)	\$ 0.9 <sup>(7)</sup>					11/17/2016	11/17/2026	Common Stock	2,000
Stock Option (right to buy)	\$ 1.05 <sup>(7)</sup>					11/17/2016	11/17/2026	Common Stock	2,000
Stock Option (right to buy)	\$ 1.18 <sup>(7)</sup>					11/17/2016	11/17/2026	Common Stock	2,000
Stock Option (right to buy)	\$ 0.84 <sup>(7)</sup>					11/17/2016	11/17/2026	Common Stock	2,000
Stock Option (right to buy)	\$ 1.85 <sup>(7)</sup>					11/17/2016	11/17/2026	Common Stock	2,000

