

HENDERSON JAMES A
 Form 4/A
 May 29, 2018

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2018

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

1319 MARQUETTE DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/24/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROMEUVILLE, IL 60446

(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)
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.

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

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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	<u>(2)</u>					<u>(3)</u>	<u>(3)(4)</u>	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

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price of \$1.10, and 2,000 were issued with an exercise price of \$0.99.

Remarks:

Amended to reflect transaction date of May 23, 2018. Originally filed as May 23, 2017.

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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