

NANOPHASE TECHNOLOGIES CORPORATION  
 Form 4  
 February 14, 2014

**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 \*  
 Baldwin Nancy

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1319 MARQUETTE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP Human Resources & IT

ROMEDEVILLE, IL 60446  
 (City) (State) (Zip)

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	987	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)**

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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 buy)	\$ 5.55					10/11/2005 <sup>(1)</sup>	10/11/2014	Common Stock	3,000
Common Stock (right to buy)	\$ 6.01					09/27/2007 <sup>(1)</sup>	09/27/2016	Common Stock	7,500
Common Stock (right to buy)	\$ 4.48					11/06/2008 <sup>(1)</sup>	11/06/2017	Common Stock	9,000
Common Stock (right to buy)	\$ 3.14					05/12/2009 <sup>(1)</sup>	05/12/2018	Common Stock	15,000
Common Stock (right to buy)	\$ 1.02					05/04/2010 <sup>(1)</sup>	05/04/2019	Common Stock	30,000
Common Stock (right to buy)	\$ 1.7					05/03/2011 <sup>(1)</sup>	05/03/2020	Common Stock	27,000
Common Stock (right to buy)	\$ 1.26					05/02/2012 <sup>(1)</sup>	05/02/2021	Common Stock	31,000
Common Stock (right to buy)	\$ 0.3					08/07/2013 <sup>(1)</sup>	08/07/2022	Common Stock	41,000
Common Stock (right to buy)	\$ 0.415					02/14/2014 <sup>(1)</sup>	02/14/2023	Common Stock	39,000

