

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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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)

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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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 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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