

NANOPHASE TECHNOLOGIES CORPORATION

Form 4

September 18, 2007

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 *
SIEGEL RICHARD W

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)
09/18/2007

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock	09/18/2007		G ⁽¹⁾		15,022	D	\$ 0
					232,372	D	
					217,350	D	

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

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information contained in this form are not
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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)		8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.25					06/10/1999 ⁽²⁾	06/10/2008	Common Stock	2,000	
Stock Option (right to buy)	\$ 3.8125					07/31/1999 ⁽³⁾	07/31/2008	Common Stock	11,600	
Stock Option (right to buy)	\$ 9.92					06/05/2002 ⁽²⁾	06/05/2011	Common Stock	2,000	
Stock Option (right to buy)	\$ 3.78					11/25/2003 ⁽²⁾	11/25/2012	Common Stock	2,000	
Stock Option (right to buy)	\$ 5.07					06/26/2004 ⁽²⁾	06/26/2013	Common Stock	2,000	
Deferred Common Stock	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾⁽⁶⁾	Common Stock	6,752	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIEGEL RICHARD W 1319 MARQUETTE DRIVE	X			

ROMEDEVILLE, IL 60446

Signatures

By Jess Jankowski under UPA for Richard W.
Siegel

09/18/2007

__Signature of Reporting Person

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).

This gift is being made under specific written stipulation, executed by the grantee and Dr. Siegel (the grantor) on September 17, 2007,

- (1) that the grantee will not sell, transfer or otherwise dispose of the shares granted by Dr. Siegel for a period of ninety days after the gift transfer.
- (2) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.
- (3) Subject to certain restrictions, beginning on this date, options vest in five equal installments.
- (4) Each share of deferred common stock represents a right to receive one share of common stock.
- (5) 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 has received a cumulative total of 6,752 shares of

- (6) deferred common stock to date, which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.

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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