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NANOPHASE TECHNOLOGIES Corp

Form 4

February 24, 2016

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JANKOWSKI JESS Issuer Symbol NANOPHASE TECHNOLOGIES (Check all applicable) Corp [NANX] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 1319 MARQUETTE DRIVE 02/23/2016 President, CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ROMEOVILLE, IL 60446 (City) (State) (Zip)

| | | | | | | • • | | • |
|------------|---------------------|--------------------|------------|----------------|----------|------------------|--------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | s | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A | A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of | f (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 a | and 5) | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | , | | Reported | | |
| | | | | (| (A) | Transaction(s) | | |
| | | | | | or | (Instr. 3 and 4) | | |
| | | | Code V | Amount (| D) Price | , | | |
| Common | | | | | | 20 001 | D | |

38,801 Stock

Common Spouse's 1,000 I Stock **IRA**

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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. Transac Code (Instr. 8 | | Secu Acq or D (D) | urities uired vispose er. 3, 4 | (A) ed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|------------------------------------|---|----------------------------|---|--------------|--|--------------------|---|---------------------------------|
| | | | | Code | V | () | A) | (D) | Date Exercisable | Expiration Date | Title | Amour or Numbor of Sha |
| Common Stock (right to buy) | \$ 6.01 | | | | | · | | | 09/27/2007(1) | 09/27/2016 | Common Stock | 15,00 |
| Common Stock (right to buy) | \$ 4.48 | | | | | | | | 11/06/2008(1) | 11/06/2017 | Common Stock | 18,00 |
| Common Stock (right to buy) | \$ 3.14 | | | | | | | | 05/12/2009(1) | 05/12/2018 | Common Stock | 23,00 |
| Common Stock (right to buy) | \$ 1.02 | | | | | | | | 05/04/2010(1) | 05/04/2019 | Common Stock | 30,00 |
| Common Stock (right to buy) | \$ 1.7 | | | | | | | | 05/03/2011(1) | 05/03/2020 | Common Stock | 27,00 |
| Common Stock (right to buy) | \$ 1.26 | | | | | | | | 05/02/2012(1) | 05/02/2021 | Common Stock | 85,00 |
| Common Stock (right to buy) | \$ 0.3 | | | | | | | | 08/07/2013(1) | 08/07/2022 | Common Stock | 98,00 |
| Common Stock (right to buy) | \$ 0.415 | | | | | | | | 02/14/2014(1) | 02/14/2023 | Common Stock | 90,00 |
| , | \$ 0.52 | | | | | | | | 02/13/2015(2) | 02/13/2024 | | 90,00 |

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| Common Stock (right to purchase) | | | | | | | Common Stock | |
|---|---------|------------|---|--------|---------------|------------|-----------------|-------|
| Common Stock (right to purchase) | \$ 0.44 | | | | 02/18/2016(3) | 02/18/2025 | Common Stock | 81,00 |
| Common Stock (right to purchase) | \$ 0.42 | 02/23/2016 | A | 69,000 | 02/23/2017(3) | 02/23/2026 | Common Stock | 69,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|----------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| JANKOWSKI JESS 1319 MARQUETTE DRIVE ROMEOVILLE, IL 60446 | X | | President, CEO | | | | |

Signatures

Jess A.
Jankowski

**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).
- (1) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.
- (2) Subject to certain restrictions, beginning on this date, options vest in three equal installments.
- (3) Subject to certain restrictions, beginning on this date, the options vest in three equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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