Baldwin Nancy Form 4 May 24, 2018

FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

SECURITIES Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or	Type	Responses)
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1. Name and Address of Reporting Person * **Baldwin Nancy**

Symbol

NANOPHASE TECHNOLOGIES Corp [NANX]

2. Issuer Name and Ticker or Trading

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/23/2018

(Street)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

VP Human Resources & IT

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

ROMEOVILLE, IL 60446

(State)

1319 MARQUETTE DRIVE

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

(City)

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 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 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. Transactic Code (Instr. 8)	orl S (5. Number Derivative Securities Acquired for Disposed Distr. 3, and 5)	ve s l (A) sed 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 Number of Sha
Common Stock (right to purchase)	\$ 1.02							05/04/2010(1)	05/04/2019	Common Stock	30,00
Common Stock (right to purchase)	\$ 1.7							05/03/2011(1)	05/03/2020	Common Stock	27,00
Common Stock (right to purchase)	\$ 1.26							05/02/2012(1)	05/02/2021	Common Stock	31,00
Common Stock (right to purchase)	\$ 0.3							08/07/2013(1)	08/07/2022	Common Stock	41,00
Common Stock (right to purchase)	\$ 0.415							02/14/2014(1)	02/14/2023	Common Stock	39,00
Common Stock (right to purchase)	\$ 0.52							02/13/2015(1)	02/13/2024	Common Stock	40,00
Common Stock (right to purchase)	\$ 0.44							02/18/2016(1)	02/18/2025	Common Stock	36,00
Common Stock (right to purchase)	\$ 0.42							02/23/2017(1)	02/23/2026	Common Stock	31,50
Common Stock (right to purchase)	\$ 0.68							02/21/2018(1)	02/21/2027	Common Stock	36,00

Common

Stock (right to purchase)

\$ 0.82 \quad 05/23/2018 \quad \text{A} \quad 40,000 \quad \quad 05/23/2019_{\overline{(1)}} \quad 05/23/2028 \quad \text{Common Stock } \quad 40,000 \quad \quad \quad \text{Stock} \quad \quad 40,000 \quad \q

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baldwin Nancy

1319 MARQUETTE DRIVE VP Human Resources & IT

ROMEOVILLE, IL 60446

Signatures

By Jess Jankowski, under UPA, for Nancy Baldwin 05/24/2018

**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.

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.

Reporting Owners 3