

NANOPHASE TECHNOLOGIES CORPORATION

Form 4

February 25, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WHITMORE BRADFORD T

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)
1560 SHERMAN AVE, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2008

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

EVANSTON, IL 60201

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/21/2008 | | P | | 1,200 | A | \$ 3.18 |
| | | | | | | | 3,860,194 ⁽²⁾ |
| | | | | | | | I |
| | | | | | | | * ⁽¹⁾ |
| Common Stock | 02/21/2008 | | P | | 4,700 | A | \$ 3.2 |
| | | | | | | | 3,864,894 ⁽²⁾ |
| | | | | | | | I |
| | | | | | | | * ⁽¹⁾ |
| Common Stock | 02/22/2008 | | P | | 18,231 | A | \$ 3.17 |
| | | | | | | | 3,883,125 ⁽²⁾ |
| | | | | | | | I |
| | | | | | | | * ⁽¹⁾ |
| Common Stock | 02/22/2008 | | P | | 9,000 | A | \$ 3.18 |
| | | | | | | | 3,892,125 ⁽²⁾ |
| | | | | | | | I |
| | | | | | | | * ⁽¹⁾ |
| Common Stock | 02/22/2008 | | P | | 2,601 | A | \$ 3.25 |
| | | | | | | | 3,894,726 ⁽²⁾ |
| | | | | | | | I |
| | | | | | | | * ⁽¹⁾ |

Edgar Filing: NANOPHASE TECHNOLOGIES CORPORATION - Form 4

| | | | | | | | | |
|--------------|------------|---|-------|---|---------|--------------------------|---|------------------|
| Common Stock | 02/22/2008 | P | 200 | A | \$ 3.26 | 3,894,926 ⁽²⁾ | I | * ⁽¹⁾ |
| Common Stock | 02/22/2008 | P | 600 | A | \$ 3.27 | 3,895,526 ⁽²⁾ | I | * ⁽¹⁾ |
| Common Stock | 02/25/2008 | P | 100 | A | \$ 3.31 | 3,895,626 ⁽²⁾ | I | * ⁽¹⁾ |
| Common Stock | 02/25/2008 | P | 2,100 | A | \$ 3.32 | 3,897,726 ⁽²⁾ | I | * ⁽¹⁾ |
| Common Stock | 02/25/2008 | P | 1,600 | A | \$ 3.33 | 3,899,326 ⁽²⁾ | I | * ⁽¹⁾ |
| Common Stock | 02/25/2008 | P | 644 | A | \$ 3.34 | 3,899,970 ⁽²⁾ | I | * ⁽¹⁾ |
| Common Stock | 02/25/2008 | P | 1,100 | A | \$ 3.35 | 3,901,070 ⁽²⁾ | I | * ⁽¹⁾ |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMORE BRADFORD T 1560 SHERMAN AVE SUITE 900 | | X | | |

EVANSTON, IL 60201

SPURGEON CORP
290 S COUNTY FARM RD
THIRD FL
WHEATON, IL 60187

X

GRACE BROTHERS LTD
1560 SHERMAN AVE SUITE 900
EVANSTON, IL 60201

X

Signatures

Bradford T. Whitmore 02/25/2008

__Signature of Reporting Person

Date

Jerald A. Trannel, Vice President 02/25/2008

__Signature of Reporting Person

Date

Bradford T. Whitmore, General
Partner 02/25/2008

__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).

As General Partner of Grace Brothers, Ltd. which owns 3,328,258 shares (after purchases through February 25, 2008) and as General

(1) Partner of Grace Investments, Ltd. which owns 300,000 shares, Bradford T. Whitmore is an indirect beneficial owner. As General Partner of Grace Brothers, Ltd. and as General Partner of Grace Investments, Ltd., Spurgeon Corporation is an indirect beneficial owner.

(2) Bradford T. Whitmore directly owns 272,812 shares.

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.