

WHITMORE R JANET
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

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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 R JANET

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)
10/30/2007

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock					14,475	I	By Daughter
Common Stock	10/30/2007		P		1,000	A	\$ 4.95 144,416
Common Stock	10/30/2007		P		1,000	A	\$ 4.9 145,416
Common Stock	10/30/2007		P		1,000	A	\$ 4.85 146,416
Common Stock	10/30/2007		P		2,000	A	\$ 4.8 148,416

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- (2) Each share of deferred common stock represents a right to receive one share of common stock.

876 shares of common stock were to be granted under the Company's 2005 Non-Employee Director Restricted Stock Plan. Such shares

- (3) are vested immediately but subject to certain transfer restrictions. Pursuant to such plan, the reporting person elected to defer receipt of such shares and receive instead 876 shares of deferred common stock which, along with the 6,752 similar shares granted previously, will be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.

- (4) 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 receive 876 shares of deferred common stock,

- (5) amounting to a cumulative total of 7,628 shares of deferred common stock received (including those received from previous grants) 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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