

BROTZMAN RICHARD W  
 Form 4  
 March 27, 2003  
 SEC Form 4

<p style="text-align: center;"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>Brotzman, Richard</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>1319 Marquette Drive</b></p> <hr/> <p>(Street)</p> <p><b>Romeoville, IL 60446</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Nanophase Technologies Corporation</b>  <b>NANX</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>03/24/2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b><u>VP - Research &amp; Development</u></b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

**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)
			Code	V	Amount	A/D	Price				

**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(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)

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				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Stock Option (right to buy)	\$0.432							02/01/1996 (1)	02/01/2005	Common Stock	28,950	\$	28
Stock Option (right to buy)	\$1.727							03/01/1997 (1)	03/01/2006	Common Stock	49,215	\$	49
Stock Option (right to buy)	\$3.886							11/07/1997 (2)	11/07/2006	Common Stock	69,480	\$	69
Stock Option (right to buy)	\$3.8125							07/31/1999 (1)	07/31/2008	Common Stock	40,600	\$	40
Stock Option (right to buy)	\$1.75							07/27/2000 (3)	07/27/2009	Common Stock	15,000	\$	15
Stock Option (right to buy)	\$7.6875							05/24/2001 (3)	05/24/2010	Common Stock	22,500	\$	22
Stock Option (right to buy)	\$10.875							01/26/2002 (3)	01/26/2011	Common Stock	20,000	\$	20
Stock Option (right to buy)	\$7.0625							02/28/2002 (3)	02/28/2011	Common Stock	20,000	\$	20
Stock Option (right to buy)	\$6.65			A				01/03/2003 (3)	01/03/2012	Common Stock	20,000	\$	20
Stock Option (right to buy)	\$3.66	03/24/2003		A		20,000		03/24/2004 (3)	03/24/2013	Common Stock	20,000	\$	20

Explanation of Responses:

(1) Subject to certain restrictions, beginning on this date, options vest in five equal annual installments.

(2) Subject to certain restrictions, 51,485 of these options vest in five equal annual installments beginning on 11/07/1997, with the remainder vesting on 11/07/2004

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

**By:**

**Date:**

/s/ Richard W. Brotzman

03/26/2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

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

\* 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).

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.