

NANOPHASE TECHNOLOGIES CORPORATION  
 Form 4  
 May 14, 2008

**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 \*  
**JANKOWSKI JESS**

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)  
**05/12/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Financial Officer**

**ROMEOVILLE, 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)
Common Stock				(A) or (D) Price	1,000	I	Spouse's IRA
Common Stock				(A) or (D) Price	2,858	D	

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.**

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock (right to buy)	\$ 3.8125					07/31/1999 <sup>(1)</sup> 07/31/2008	Common Stock 11,600
Common Stock (right to buy)	\$ 7.6875					05/24/2001 <sup>(2)</sup> 05/24/2010	Common Stock 21,770
Common Stock (right to buy)	\$ 10.875					01/26/2002 <sup>(2)</sup> 01/26/2011	Common Stock 13,000
Common Stock (right to buy)	\$ 7.0625					02/28/2002 <sup>(2)</sup> 02/28/2011	Common Stock 13,000
Common Stock (right to buy)	\$ 6.65					01/03/2003 <sup>(2)</sup> 01/03/2012	Common Stock 20,000
Common Stock (right to buy)	\$ 3.66					03/24/2004 <sup>(2)</sup> 03/24/2013	Common Stock 18,000
Common Stock (right to buy)	\$ 5.55					10/11/2005 <sup>(2)</sup> 10/11/2014	Common Stock 11,000
Common Stock (right to buy)	\$ 6.03					09/27/2006 <sup>(2)</sup> 09/27/2015	Common Stock 10,000
	\$ 6.01					09/27/2007 <sup>(2)</sup> 09/27/2016	15,000

