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NANOPHASE TECHNOLOGIES CORPORATION

Form 4

February 13, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person ** WHITMORE R JANET			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			NANOPHASE TECHNOLOGIES CORPORATION [NANX]	(Check all applicable)		
(Last) 1319 MARQ	(First) UETTE DR	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2008	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)						
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROMEOVIL	LE. IL 6044	16	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	,			Person		

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative (Securi	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock							14,475	I	By Daughter
Common Stock	02/13/2008		P	1,000	A	\$ 3.32	151,416	D	
Common Stock	02/13/2008		P	1,000	A	\$ 3.33	152,416	D	
Common Stock	02/13/2008		P	1,000	A	\$ 3.34	153,416	D	

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

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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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.55					11/24/2004(1)	11/24/2013(1)	Common Stock	10,000
Deferred Common Stock	(2) (3)					<u>(4)</u>	(4)(5)	Common Stock	9,290

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
WHITMORE R JANET							
1319 MARQUETTE DRIVE	X						
ROMEOVILLE, IL 60446							

Signatures

By Jess Jankowski under UPA for R. Janet
Whitmore

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

Reporting Owners 2

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- (3)
 1,662 shares of common stock were to be granted under the Company's 2005 Non-Employee Director Restricted Stock Plan. Such shares 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 1,662 shares of deferred common stock which, along with the 7,628 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 1,662 shares of deferred common stock, amounting to a cumulative total of 9,290 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. 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.