

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### PERKINS DONALD S

CIK: **1194065**

Type: **4** | Act: **34** | File No.: **000-22333** | Film No.: **06513225**

Mailing Address

1319 MARQUETTE DR  
ROMEOVILLE IL 60441

### ISSUER

#### NANOPHASE TECHNOLOGIES CORPORATION

CIK: **883107** | IRS No.: **363687863** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
SIC: **3390** Miscellaneous primary metal products

Mailing Address

453 COMMERCE STREET  
BURR RIDGE IL 60521

Business Address

453 COMMERCE ST  
BURR RIDGE IL 60521  
6303231200

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>PERKINS DONALD S</b>			2. Issuer Name and Ticker or Trading Symbol <b>NANOPHASE TECHNOLOGIES CORPORATION [NANX]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2006</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
1319 MARQUETTE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) <b>ROMEOVILLE, IL 60446</b>						
(City)	(State)	(Zip)				

**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) or (D)	Price			
Common Stock								42,144	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Common Stock	(3)	01/03/2006		A		1,081		(2)	(2)	Common Stock	1,081	(1)	1,081	D	
Stock Option (right to buy)	\$3.5							10/29/1999 (4)	10/29/2008	Common Stock	25,000		20,000	D	
Stock Option	\$5.25							06/10/1999 (5)	06/10/2008	Common Stock	2,000		667	D	

(right to buy)														
Stock Option (right to buy)	\$5.75						02/19/1999 (S)	02/19/2008	Common Stock	10,000		3,334	D	
Stock Option (right to buy)	\$1.75						07/27/2000 (S)	07/27/2009	Common Stock	10,000		6,667	D	
Stock Option (right to buy)	\$9.92						06/05/2002 (S)	06/05/2011	Common Stock	2,000		2,000	D	
Stock Option (right to buy)	\$3.78						11/25/2003 (S)	11/25/2012	Common Stock	2,000		2,000	D	
Stock Option (right to buy)	\$5.07						06/26/2004 (S)	06/26/2013	Common Stock	2,000		2,000	D	

#### Explanation of Responses:

- 1,081 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 1,081 shares of deferred common stock which will be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.
- The deferred common stock becomes payable upon the reporting person's termination of service as a director of the Company.
- Each share of deferred common stock represents a right to receive one share of common stock.
- Subject to certain restrictions, beginning on this date, options vest in five equal annual installments.
- Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.

#### Signatures

By Jess Jankowski, under UPA, for Donald S. Perkins

\*\* Signature of Reporting Person

01/05/2006

Date

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.

**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 Number.**