

NANOPHASE TECHNOLOGIES CORPORATION

Form 4

April 26, 2007

FORM 4

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

OMB APPROVAL

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

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 *
BILICKI DANIEL S

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)
04/24/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Sales & Marketing

ROMEOVILLE, IL 60446

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price		
Common Stock	04/24/2007		M		11,800 A \$ 6.65	14,800	D
Common Stock	04/24/2007		S		1,600 D \$ 7.3	13,200	D
Common Stock	04/24/2007		S		900 D \$ 7.32	12,300	D
Common Stock	04/24/2007		S		9,300 D \$ 7.335	3,000	D
Common Stock	04/25/2007		M		730 A \$ 6.65	3,730	D

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Common Stock	04/25/2007	S	730	D	\$ 7.2	3,000	D
Common Stock	04/26/2007	M	2,470	A	\$ 6.65	5,470	D
Common Stock	04/26/2007	S	2,470	D	\$ 7.2	3,000	D
Common Stock						3,000	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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(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. 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)	\$ 7.6875					05/24/2001 ⁽¹⁾ 05/24/2010	Common Stock 50,000
Common Stock (right to buy)	\$ 10.875					01/26/2002 ⁽¹⁾ 01/26/2011	Common Stock 30,000
Common Stock (right to buy)	\$ 7.0625					02/28/2002 ⁽¹⁾ 02/28/2011	Common Stock 30,000
Common Stock (right to buy)	\$ 6.65	04/24/2007		M	11,800	01/03/2003 ⁽¹⁾ 01/03/2012	Common Stock 11,800
Common Stock	\$ 5.55					10/11/2005 ⁽¹⁾ 10/11/2014	Common Stock 9,300

(right to buy)

Common Stock (right to buy)

\$ 6.03

09/27/2006⁽¹⁾ 09/27/2015

Common Stock

9,000

Common Stock (right to buy)

\$ 6.01

09/27/2007⁽¹⁾ 09/27/2016

Common Stock

12,000

Common Stock (right to buy)

\$ 6.65

04/25/2007

M

730

01/03/2003⁽¹⁾ 01/03/2012

Common Stock

730

Common Stock (right to buy)

\$ 6.65

04/26/2007

M

2,470

01/03/2003⁽¹⁾ 01/03/2012

Common Stock

17,470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILICKI DANIEL S 1319 MARQUETTE DRIVE ROMEDEVILLE, IL 60446			VP - Sales & Marketing	

Signatures

\s\By Jess Jankowski under UPA for Daniel S. Bilicki

04/26/2007

__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.

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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