UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

	FORM 8-K	
	CURRENT REPORT	
	Pursuant to Section 13 or 15(d) of	
	the Securities Exchange Act of 1934	
Date of R	Report (Date of earliest event reported): Marcl	n 2, 2005
	TECHNOLOGIES CO	
	Exact name of registrant as specified in its charter)	
Delaware (State of Incorporation)	0-22333 (Commission File No.)	36-3687863 (I.R.S Employer Identification No.)
13	319 Marquette Drive, Romeoville, Illinois 6044	6
	Address of Principal Executive Offices) (Zip Code)	

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(630) 323-1200

(Registrant s Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 425 under the Securities Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition

On March 2, 2005, Nanophase Technologies Corporation issued a press release announcing its financial results for the year ended December 31, 2004. A copy of the press release is being furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description	
99.1	Press Release dated March 2, 2005.	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Nanophase Technologies Corporation

By /s/ Joseph Cross

Joseph Cross,
Chief Executive Officer

Date: March 3, 2005