

BROTZMAN RICHARD W  
 Form 4  
 October 27, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 BROTZMAN RICHARD W

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)  
 10/26/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP - Research & Development

ROMEDEVILLE, IL 60446

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,000   | D  |                                   |
| Common Stock                    | 10/26/2006                           |  | M                              |   | \$ 13,420 3.8125  | D  |                                   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | \$ 6.72 7,500   | D  |                                   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | \$ 6.7329 5,000   | D  |                                   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | \$ 6.7347 2,500   | D  |                                   |

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Common Stock 10/26/2006 S 2,500 D \$ 6.73 0 D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Common Stock (right to buy)                | \$ 3.8125  | 10/26/2006                           |  | M                              | 13,420  | 07/31/1999 <sup>(1)</sup> 07/31/2008                     | Common Stock  | 40,600                     |
| Common Stock (right to buy)                | \$ 7.6875  |                                      |  |                                |   | 05/24/2001 <sup>(2)</sup> 05/24/2010                     | Common Stock  | 22,500                     |
| Common Stock (right to buy)                | \$ 10.875  |                                      |  |                                |   | 01/26/2002 <sup>(2)</sup> 01/26/2011                     | Common Stock  | 20,000                     |
| Common Stock (right to buy)                | \$ 7.0625  |                                      |  |                                |   | 02/28/2002 <sup>(2)</sup> 02/28/2011                     | Common Stock  | 20,000                     |
| 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  | 20,000                     |

|                                      |         |                           |            |                 |       |
|--------------------------------------|---------|---------------------------|------------|-----------------|-------|
| Common<br>Stock<br>(right to<br>buy) | \$ 5.55 | 10/11/2005 <sup>(2)</sup> | 10/11/2014 | Common<br>Stock | 11,00 |
| Common<br>Stock<br>(right to<br>buy) | \$ 6.03 | 09/27/2006 <sup>(2)</sup> | 09/27/2015 | Common<br>Stock | 10,00 |
| Common<br>Stock<br>(right to<br>buy) | \$ 6.01 | 09/27/2007 <sup>(2)</sup> | 09/27/2016 | Common<br>Stock | 15,00 |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| BROTZMAN RICHARD W<br>1319 MARQUETTE DRIVE<br>ROMEDEVILLE, IL 60446 |               |           | VP - Research & Development |       |

## Signatures

By Jess Jankowski, under UPA for Richard W.  
Brotzman, Jr. 10/27/2006

\_\_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 five equal installments.
- (2) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.

### Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by Dr. Brotzman on January 3, 2005.  
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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