

Jenks Timothy Storrs  
 Form 4  
 February 08, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Jenks Timothy Storrs

2. Issuer Name and Ticker or Trading Symbol  
 NEOPHOTONICS CORP [NPTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2911 ZANKER ROAD  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/07/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, CEO and Chairman

SAN JOSE, CA 94134  
 (City) (State) (Zip)

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

**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	(A) or (D)	Price	
Common Stock	02/07/2011		C		191	A	\$ 0 8,324	D
Common Stock	02/07/2011		C		60	A	\$ 0 8,384	D
Common Stock	02/07/2011		C		480	A	\$ 0 8,864	D
Common Stock	02/07/2011		C		445	A	\$ 0 838	I
Common Stock	02/07/2011		C		200	A	\$ 0 1,038	I

See Footnote (1)

See Footnote

Edgar Filing: Jenks Timothy Storrs - Form 4

Common Stock	02/07/2011		C	1,760	A	\$ 0	2,798	I	(1) See Footnote (1)
--------------	------------	--	---	-------	---	------	-------	---	-------------------------------

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.**

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. 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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series 1 Preferred Stock	(2)	02/07/2011		C	191	(2)	(2)	Common Stock	191	\$ 0
Series 3 Preferred Stock	(3)	02/07/2011		C	60	(3)	(3)	Common Stock	60	\$ 0
Series X Preferred Stock	(4)	02/07/2011		C	1.2	(4)	(4)	Common Stock	480	\$ 0
Series 2 Preferred Stock	(5)	02/07/2011		C	445	(5)	(5)	Common Stock	445	\$ 0
Series 3 Preferred Stock	(3)	02/07/2011		C	200	(3)	(3)	Common Stock	200	\$ 0
Series X Preferred Stock	(4)	02/07/2011		C	4.4	(4)	(4)	Common Stock	1,760	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jenks Timothy Storrs 2911 ZANKER ROAD SAN JOSE, CA 94134	X		President, CEO and Chairman	

## Signatures

/s/ Timothy S. Jenks by Erin Williams,  
Attorney-in-Fact

02/07/2011

\_\_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) Represents shares held by the Timothy S. Jenks and Atsuko K. Jenks Declaration of Trust dated January 7, 1996.
  - (2) Each share of Issuer's Series 1 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
  - (3) Each share of Issuer's Series 3 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
  - (4) Each share of Issuer's Series X Preferred Stock automatically converted into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
  - (5) Each shares of Issuer's Series 2 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

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.