

Jurvetson Stephen T
 Form 4
 February 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Jurvetson Stephen T

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/07/2011		C		413,681	A	\$ 0 550,495	I	See Footnotes (1) (2)
Common Stock	02/07/2011		C		153,273	A	\$ 0 703,768	I	See Footnotes (1) (3)
Common Stock	02/07/2011		C		482,359	A	\$ 0 1,186,127	I	See Footnotes (1) (4)
Common Stock	02/07/2011		C		480,368	A	\$ 0 1,666,495	I	See Footnotes

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series 1 Preferred Stock	(6)	02/07/2011		C	413,681	(6) (6)	Common Stock 413,681
Series 2 Preferred Stock	(7)	02/07/2011		C	153,273	(7) (7)	Common Stock 153,273
Series 3 Preferred Stock	(8)	02/07/2011		C	482,359	(8) (8)	Common Stock 482,359
Series X Preferred Stock	(9)	02/07/2011		C	1,200.92	(9) (9)	Common Stock 480,368

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurvetson Stephen T 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025		X		

Signatures

/s/ Stephen T. Jurvetson 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).

The Reporting Person is a member of the Issuer's board of directors as designee of Draper Fisher Jurvetson. The Reporting Person is a Managing Director of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. and also a Managing Member of Draper Fisher Jurvetson Partners VII, LLC, that directly hold shares and as such, he may be deemed to have voting and investment power with respect to such shares. The Reporting Person is a Managing Director of the general partner entities of Draper Fisher Associates III Annex Fund, L.P., that directly holds shares and as such, he may be deemed to have voting and investment power with respect to such shares. The Reporting Person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(1) Includes 386,133 shares held by Draper Fisher Jurvetson Fund VII, L.P., 17,166 shares held by Draper Fisher Associates III Annex Fund, L.P., 5,631 shares held by Draper Fisher Jurvetson Partners VII, LLC, 1,115 shares held by Draper Fisher Partners, LLC and 3,636 shares held by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.

(2) Includes 134,812 shares held by Draper Fisher Jurvetson Fund VII, L.P., 14,298 shares held by Draper Fisher Associates III Annex Fund, L.P., 1,966 shares held by Draper Fisher Jurvetson Partners VII, LLC, 928 shares held by Draper Fisher Partners, LLC and 1,269 shares held by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.

(3) Includes 458,079 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,641 shares held by Draper Fisher Associates III Annex Fund, L.P., 6,680 shares held by Draper Fisher Jurvetson Partners VII, LLC, 821 shares held by Draper Fisher Partners, LLC and 4,138 shares held by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.

(4) Includes 467,856 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Fund VII, L.P., 6,816 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Partners VII, LLC, 1,376 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Partners, LLC and 4,320 shares of common stock issuable upon conversion of Series X Preferred Stock held by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.

(5) 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.

(6) Each share 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.

(7) 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.

(8) 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.

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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