

Jenks Timothy Storrs
 Form 4
 August 21, 2012

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 *
 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)
 08/02/2012

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

SAN JOSE, CA 95134
 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2012		M		8,000	A	\$ 0 38,246 ⁽¹⁾
Common Stock	08/02/2012		F		2,968	D	\$ 4.97 ⁽⁵⁾ 35,278
Common Stock						I	8,500 See footnote 6. ⁽⁶⁾
Common Stock						I	6,000 See footnote 7. ⁽⁷⁾

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Common Stock		3,798	I	See footnote 8. <u>(8)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Right to acquire)	<u>(2)</u>	08/02/2012		M	8,000	<u>(3)</u>	<u>(4)</u>	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jenks Timothy Storrs 2911 ZANKER ROAD SAN JOSE, CA 95134	X		President, CEO and Chairman	

Signatures

/s/ Timothy S. Jenks by James D. Fay, Attorney-in-Fact	08/21/2012
<u> </u> 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) Balance includes non-reportable acquisition of 3,300 shares through the Company's 2010 Employee Stock Purchase Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of NeoPhotonics common stock.

The reporting person received 24,000 restricted stock units subject to the following vesting schedule: the shares vest in three equal annual installments from the grant date, so long as the person remains an employee of or consultant to the Company or its qualifying subsidiaries. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (4) Not applicable.
- (5) Represents shares reacquired by the Company to satisfy tax withholding obligations in connection with the vesting of 8,000 shares of restricted stock units granted to the reporting person on 08/02/2011.
- (6) Represents shares held in trust by the reporting person as custodian for his minor child, Hana C. Jenks.
- (7) Represents shares held in trust by the reporting person as custodian for his minor child, Saya J. Jenks.
- (8) Represents shares held by the Timothy S. Jenks and Atsuko K. Jenks Declaration of Trust dated January 7, 1996.

Remarks:

This amended Form 4 is being filed solely to provide the number of shares reacquired by the Company to satisfy the tax withh

The amended Form 4 also includes the indirect holdings of the reporting person which were previously disclosed on Forms 3 a

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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