

Jenks Timothy Storrs
 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 *
 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 Indirect Beneficial 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 | See Footnote (1) |
| Common Stock | 02/07/2011 | | C | | 200 A \$ 0 1,038 | I | See Footnote |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------|-------|---|-------------------------------|
| 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.

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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) | 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.

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