

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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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)
 08/20/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price \$ |
| Common Stock | 08/20/2012 | | S | | 4,000 | D | 5.49 <u>(1)</u> |
| Common Stock | | | | | | I | 8,500 |
| Common Stock | | | | | | I | 6,000 |
| Common Stock | | | | | | I | 3,798 |

See footnote 2. (2)
 See footnote 3. (3)
 See footnote 4.

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(4) Represents shares held by the Timothy S. Jenks and Atsuko K. Jenks Declaration of Trust dated January 7, 1996.

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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