HEMPHILL ROBERT F JR

Form 4 June 19, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HEMPHILL ROBERT F JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

(Check all applicable)

ALTAIR NANOTECHNOLOGIES

INC [ALTI]

(Middle)

(First)

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

X Director Officer (give title below)

Issuer

10% Owner Other (specify

06/15/2007

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

POTOMAC, MD 20854

9306 KENDALE ROAD

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Following

Ownership (Instr. 4) (Instr. 4)

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy)	\$ 3.17	06/15/2007	A	4,000		<u>(1)</u>	06/15/2017	Common shares	4,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer Othe				
HEMPHILL ROBERT F JR 9306 KENDALE ROAD POTOMAC, MD 20854	X						

Signatures

Robert F.
Hemphill, Jr.

**Signature of Reporting Person

O6/19/2007

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) 1,333 shares vest on 6/15/2007, 1,333 shares vest on 6/15/2008, and 1,334 vest on 6/15/2009.
- (2) As per governing rules, outstanding number of derivative securities includes only options with terms identical to those of this option.

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.

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