

TeleNav, Inc.  
Form 4  
February 08, 2011

**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 \*  
**MILLER DOUGLAS S**

(Last) (First) (Middle)  
**1130 KIFER ROAD**  
  
(Street)

**SUNNYVALE, CA 94086-5303**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TeleNav, Inc. [TNAV]**

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)  
CFO and Treasurer

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		M		5,000	A	\$ 0.72
Common Stock	02/07/2011		S		5,000	D	\$ 10.06
Common Stock	02/07/2011		M		4,000	A	\$ 0.72
Common Stock	02/07/2011		S		4,000	D	\$ 10.0494

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)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.72	02/07/2011		M	5,000	05/15/2007 <sup>(1)</sup> 08/07/2016	Common Stock	5,000
Incentive Stock Option (right to buy)	\$ 0.72	02/07/2011		M	4,000	05/15/2007 <sup>(1)</sup> 08/07/2016	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER DOUGLAS S 1130 KIFER ROAD SUNNYVALE, CA 94086-5303			CFO and Treasurer	

## Signatures

By: /s/Loren E. Hillberg, Attorney in Fact For: Douglas S. Miller 02/08/2011

\_\_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).

This stock option was granted on August 7, 2006 and vests over four years. 1/4th of the shares subject to the option vested and became  
(1) exercisable on May 15, 2007 and 1/48 of the shares subject to the option shall become vested at the end of each monthly period thereafter, subject to optionee's continued status as a service provider on such vest 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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