

Dhanani Salman
 Form 4
 February 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Dhanani Salman

(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)
 02/01/2011

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)

Vice President, Products

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	02/01/2011		M	2,083 A \$ 2.4	244,948	D	
Common Stock	02/01/2011		M	15,917 A \$ 0.72	260,865	D	
Common Stock	02/01/2011		M	2,083 D \$ 10.0847	258,782	D	
Common Stock	02/01/2011		M	15,917 D \$ 10.0847	242,865	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	02/01/2011		M	15,917	03/07/2007 ⁽¹⁾ 03/14/2016	Common Stock	15,917
Incentive Stock Option (right to buy)	\$ 2.4	02/01/2011		M	2,083	05/11/2002 ⁽²⁾ 05/11/2011	Common Stock	2,083

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dhanani Salman 1130 KIFER ROAD SUNNYVALE, CA 94086-5303			Vice President, Products	

Signatures

By: /s/Loren E. Hillsberg, Attorney in Fact For: Salman Dhanani 02/02/2011

**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) This stock option was granted on March 14, 2006 and vests over four years. 1/4th of the shares subject to the option vested and became exercisable on March 7, 2007 and 1/48 of the shares subject to the option shall become vested at the end of each monthly period

Edgar Filing: Dhanani Salman - Form 4

thereafter, subject to optionee's continued status as a service provider on such vest date.

- This stock option was granted on May 11, 2001 and vests over four years. 1/4th of the shares subject to the option vested and became
- (2) exercisable on May 11, 2002 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.

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.