

CAROLAN SHAWN T
Form 4
December 12, 2012

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 *
CAROLAN SHAWN T

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 4,
SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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)

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	12/10/2012		J ⁽¹⁾		1,000,000	D	Ⓛ 4,977,643	I ⁽¹⁾	See Footnote ⁽²⁾
Common Stock	12/10/2012		J ⁽¹⁾		8,500	D	Ⓛ 42,309	I ⁽¹⁾	See Footnote ⁽³⁾
Common Stock	12/10/2012		J ⁽¹⁾		17,500	D	Ⓛ 87,106	I ⁽¹⁾	See Footnote ⁽⁴⁾
Common Stock	12/10/2012		J ⁽¹⁾		51	A	Ⓛ 51	I	Held by the

Carolan
Family
Trust,
dated
11/4/2010
(5)

Common Stock 12/10/2012 J⁽¹⁾ 560 A (1) 560 D

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 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)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAROLAN SHAWN T
3000 SAND HILL ROAD, BLDG. 4, SUITE 100
MENLO PARK, CA 94025

X X

Signatures

/s/ Shawn T. 12/12/2012
Carolan

**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).

Explanation of code (J): Pro rata in kind distribution without consideration by Menlo Ventures X, L.P., Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. to all their partners, including MV Management X, L.L.C., which in turn distributed pro rata in kind without consideration the 10,260 shares it received to its members, which include Shawn T. Carolan, a managing member of MV Management X, L.L.C and a director of the Issuer.

(1) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), whose sole general partner is MV Management X, L.L.C. ("MVM-X") of which Shawn T. Carolan is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Shawn T. Carolan is a director of Issuer.

(2) These shares are owned directly by Menlo Entrepreneurs Fund X, L.P., whose sole general partner is MVM-X of which Shawn T. Carolan is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Shawn T. Carolan is a director of Issuer.

(3) These shares are owned directly by MMEF X, L.P., whose sole general partner is MVM-X of which Shawn T. Carolan is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Shawn T. Carolan is a director of Issuer.

(4) These shares are owned by the Carolan Family Trust, dated 11/4/2010

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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