

Dhanani Salman  
Form 4  
February 02, 2011

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President, Products

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 02/01/2011                              |                                                             | M                                    |                                                                         | 2,083                                                                                                              | A                                                                       | \$ 2.4                                                            |
| Common<br>Stock                       | 02/01/2011                              |                                                             | M                                    |                                                                         | 15,917                                                                                                             | A                                                                       | \$ 0.72                                                           |
| Common<br>Stock                       | 02/01/2011                              |                                                             | M                                    |                                                                         | 2,083                                                                                                              | D                                                                       | \$ 10.0847                                                        |
| Common<br>Stock                       | 02/01/2011                              |                                                             | M                                    |                                                                         | 15,917                                                                                                             | D                                                                       | \$ 10.0847                                                        |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                     |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 0.72                                                            | 02/01/2011                              |                                                             | M                                    | 15,917                                                                                                       | 03/07/2007 <sup>(1)</sup> 03/14/2016                           | Common<br>Stock 15,917                                           |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 2.4                                                             | 02/01/2011                              |                                                             | M                                    | 2,083                                                                                                        | 05/11/2002 <sup>(2)</sup> 05/11/2011                           | Common<br>Stock 2,083                                            |

## Reporting Owners

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

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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.

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