

Chiu Hon Jane (Jason)  
Form 4  
May 19, 2010

**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 \*  
Chiu Hon Jane (Jason)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/18/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SUNNYVALE, CA 94086

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/18/2010		C		722,800	A	1,382,522
Common Stock	05/18/2010		C		347,222	A	1,729,744
Common Stock	05/18/2010		C		122,436	A	1,852,180
Common Stock	05/18/2010		S		65,049	D	\$ 8 1,787,131
Common Stock	05/18/2010		J <sup>(2)</sup>		8,318	A	1,795,449

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					Acquired (A)	Disposed of (D)			
Series C Preferred Stock	(1)	05/18/2010		C	722,800		(1) (1)	Common Stock	722,800
Series C Prime Preferred Stock	(1)	05/18/2010		C	347,222		(1) (1)	Common Stock	347,222
Series E Preferred Stock	(1)	05/18/2010		C	122,436		(1) (1)	Common Stock	122,436

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiu Hon Jane (Jason) 1130 KIFER ROAD SUNNYVALE, CA 94086	X			

## Signatures

/s/ Loren E. Hillberg, by power of attorney 05/19/2010

\*\*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) The Issuer's Preferred Stock automatically converted into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.

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- (2) These shares were issued upon the conversion of the shares of the Issuer's Series E Preferred Stock into Common Stock upon the closing of the Issuer's initial public offering as the accumulated dividends on the shares of Series E Preferred Stock.

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