

Chen Samuel  
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 \*  
Chen Samuel

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

SUNNYVALE, CA 94086

(City) (State) (Zip)

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

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

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)
Common Stock	05/18/2010		C	V	Amount 1,388,888 A <u>1</u> 6,215,276	D	
Common Stock	05/18/2010		C		Amount 791,306 A <u>1</u> 7,006,582	D	
Common Stock	05/18/2010		C		Amount 236,328 A <u>1</u> 7,242,910	D	
Common Stock	05/18/2010		S		Amount 257,368 D \$ 8 6,985,542	D	
Common Stock	05/18/2010		J <sup>(2)</sup>		Amount 16,058 A <u>2</u> 7,001,600	D	
	05/18/2010		C		Amount 3,645,833 A <u>1</u> 3,645,833	I	By wife

Common Stock									
Common Stock	05/18/2010		C	636,268	A	(1)	4,282,101	I	By wife
Common Stock	05/18/2010		J <sup>(2)</sup>	43,233	A	(2)	4,325,334	I	By wife

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Prime Preferred Stock	(1)	05/18/2010		C		1,388,888	(1)	(1)	Common Stock	1,388,888
Series D Preferred Stock	(1)	05/18/2010		C		791,306	(1)	(1)	Common Stock	791,306
Series E Preferred Stock	(1)	05/18/2010		C		236,328	(1)	(1)	Common Stock	236,328
Series D Preferred Stock	(1)	05/18/2010		C		3,645,833	(1)	(1)	Common Stock	3,645,833
Series E Preferred Stock	(1)	05/18/2010		C		636,268	(1)	(1)	Common Stock	636,268

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Chen Samuel  
1130 KIFER ROAD  
SUNNYVALE, CA 94086

X 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.
- (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.

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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