Neonode, Inc Form 4/A August 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 ** REARDON JOHN RALPH | | | 2. Issuer Name and Ticker or Trading Symbol Neonode, Inc [NEON] | | | | | g | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|---------------------------------------|-------------|---|---|-----|-------------|--------|-----------|---|------------------------|-------------------------|--|--|
| | | | | | _ | _ | | | (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | V Dimeter | 100 | 0 | | | |
| 3180 SITIO SENDERO | | | | (Month/Day/Year) 01/26/2009 | | | | | _X_ Director 10% Owner Officer (give title Other (specify | | | | |
| 3100 51110 | SENDERO | | 01/20/20 | 00) | | | | | below) | below) | | | |
| | (Street) 4. If | | | If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| Filed(Mo | | | | onth/Day/Year) | | | | | Applicable Line) | | | | |
| 01/27/ | | | | /2009 | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| CARLSBAD, CA 92009 | | | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Tabl | e I - No | n-D | erivative S | Securi | ties Acq | uired, Disposed o | f, or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Da | ate 2A. Dee | emed | 3. | | 4. Securit | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | · · · · · · · · · · · · · · · · · · · | | | * | | | | | Securities | Form: Direct | | | |
| (Instr. 3) | str. 3) any (Month/Day/Year) | | | Code (Instr. 3, 4 and 5) (Instr. 8) | | | | 9) | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership | | |
| | | (Wionth) | /Duy/ I cui) | (IIIsti. | 0) | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | | | (A) | | Reported | | | | |
| | | | | | | | or | | Transaction(s) (Instr. 3 and 4) | | | | |
| | | | | Code | V | Amount | (D) | Price | (Ilisti. 5 alid 4) | | | | |
| Neonode | 0.1.10.6.10.0.0 | 04.10.61 | 10 000 | | | 68,831 | | \$ | 60.024 | | by The | | |
| Common | 01/26/2009 | 01/26/ | 2009 | A | | (1) | A | 0.05 | 68,831 | I | RTC | | |
| Stock | | | | | | _ | | | | | Group (2) | | |
| Neonode | | | | | | | | | | | | | |
| Common | | | | | | | | | 8,891 | D | | | |
| Stock | | | | | | | | | | | | | |

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

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SEC 1474

(9-02)

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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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | OI | r | | |
| | | | | | | Date | Expiration | Title N | umber | | |
| | | | | | | Exercisable | Date | 01 | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

| Reporting Owner Name / Address | | | | | | | |
|--------------------------------|----------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

REARDON JOHN RALPH 3180 SITIO SENDERO X CARLSBAD, CA 92009

Signatures

08/14/2013 /s/ John Reardon **Signature of Date Reporting Person

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).
- Paid in lieu of cash reimbursement for travel expenses related to duties as a member of the Board of Directors

Relationships

(2) Mr. Reardon is President, Chief Executive Officer and controlling shareholder of The RTC Group

Remarks:

This amendment corrects the nature of beneficial ownership as reported in Columns 6 and 7 of Table I

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.

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