

MARRIOTT LAURA ANNE
Form 4
June 23, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MARRIOTT LAURA ANNE

2. Issuer Name and Ticker or Trading Symbol
NEOMEDIA TECHNOLOGIES INC [NEOM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2011

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

TWO CONCOURSE PARKWAY, SUITE 500

(Street)

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

ATLANTA, GA US 30328

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------|--|---------------------------|------------------|---|------------------|------------------|-------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy | \$ 0.017 | 04/07/2011 ⁽¹⁾ | J ⁽¹⁾ | | 51,775 | | ⁽²⁾⁽³⁾ | 04/07/2021 | Common Stock | 51,775 |
| Option to Buy | \$ 0.017 | 04/07/2011 | A | | 100,000 | | ⁽⁴⁾ | 04/07/2021 | Common stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARRIOTT LAURA ANNE TWO CONCOURSE PARKWAY SUITE 500 ATLANTA, GA US 30328 | X | | Chief Executive Officer | |

Signatures

/s/ Laura A. Marriott
Date: 06/23/2011

**Signature of 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).
- (1) The Option to Buy was granted to Ms. Marriott on 04/07/2011 in replacement of two prior option agreements; the first was dated 01/01/2009 for her services as a Director of the Company; and the second was dated 04/29/2009 in exchange for a temporary reduction in her compensation as a Director of the Company.
- (2) The Option to Buy is subject to a right of accelerated vesting, and becomes exercisable upon the occurrence of a qualifying Change in Control event.
- (3) The Option to Buy vests and becomes exercisable as follows; on 04/07/2011 for 26,775 shares; on 01/01/2012 for 12,500 shares; and on 01/01/2013 for 12,500 shares. The Option to Buy vests so long as the Reporting Person remains in a relationship with the Company, as further defined in the Stock Option Agreement.
- (4) The Option to Buy vests and becomes exercisable on a pro-rata monthly basis over an 18 month period beginning on 05/07/2011, such that the Option to Buy is fully vested on 08/07/2012. The Option to Buy vests so long as the Reporting Person remains in a relationship with the Company, as further defined in the Stock Option Agreement.

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.