

MARRIOTT LAURA ANNE

Form 4

July 09, 2009

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 *
MARRIOTT LAURA ANNE

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1550 S MILWAUKEE STREET

(Street)

DENVER, CO 80210

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2009

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

☒ 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)
			Code	V	Amount	(D)	Price

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	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)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Buy	\$ 0.01	01/01/2009 ⁽¹⁾	J ⁽²⁾		5,000,000		⁽¹⁾⁽³⁾	01/01/2019	Common Stock	5,000,000
Option to Buy	\$ 0.02	04/29/2009 ⁽¹⁾	A		177,500		⁽¹⁾⁽⁴⁾	04/29/2019	Common Stock	177,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT LAURA ANNE 1550 S MILWAUKEE STREET DENVER, CO 80210			X	

Signatures

/s/ Laura A.
Marriott 06/22/2009

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).
- All unvested non-qualified stock options which had been previously issued and previously not reportable, now vest and become
- (1) exercisable upon the occurrence of a qualifying Change in Control event, as a result of certain resolutions passed by the Issuer's Board of Directors (and Stock Option Committee) on April 29, 2009.
 - (2) The stock options were granted to Ms. Marriott as compensation in consideration for her services as a Director of the Company.
 - (3) Pursuant to the schedule attached hereto on Exhibit 99.1, this stock option grant vests over four (4) years beginning January 1, 2010, so long as the Reporting Person remains associated with the Company.
 - (4) Pursuant to the schedule attached hereto on Exhibit 99.2, this stock option grant vests over twelve (12) months beginning May 29, 2009, so long as the Reporting Person remains associated with the Company.

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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