

NEOMEDIA TECHNOLOGIES INC
Form 4
December 19, 2006

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 *
JENSEN CHARLES T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14707 TRIPLE EAGLE COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2006

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

FORT MYERS, FL 33912

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock | | | | (A) or (D) Price | 1,500 ⁽¹⁾ | D | |

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)

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| 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 Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Options to purchase common stock ⁽²⁾ | \$ 0.01 | 12/11/2006 | | A | | 750,000 | | 12/11/2006 | 12/11/2008 | Common stock |
| Options to purchase common stock ⁽³⁾ | \$ 0.11 | 12/08/2006 | | J | | 1,000,000 | | <u>(4)</u> | <u>(4)</u> | Common stock |
| Options to purchase common stock ⁽³⁾ | \$ 0.239 | 12/08/2006 | | J | | 2,000,000 | | <u>(4)</u> | <u>(4)</u> | Common stock |
| Options to purchase common stock ⁽³⁾ | \$ 0.328 | 12/08/2006 | | J | | 1,000,000 | | <u>(4)</u> | <u>(4)</u> | Common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JENSEN CHARLES T 14707 TRIPLE EAGLE COURT FORT MYERS, FL 33912 | X | | President and Chief Executive | |

Signatures

/s/ Charles T. Jensen
Date: 12/15/2006

**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)

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Filer resigned from his position as Chief Executive Officer and Director effective December 8, 2006. Filer will no longer be subject to Section 16 reporting requirements.

- (2) Options were granted in connection with a severance agreement between issuer and filer.
- (3) Filer resigned from his position as Chief Executive Officer and Director effective December 8, 2006. All options not vested as of December 8, 2006 were forfeited. Filer will no longer be subject to Section 16 reporting requirements.
- (4) N/A

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.