#### MCCREADY IAIN ALEXANDER

Form 4 July 22, 2010

# FORM 4

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

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 \* MCCREADY IAIN ALEXANDER

(Middle)

(Last) (First)

7 UPPER COLTBRIDGE

**TERRACE** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

NEOMEDIA TECHNOLOGIES INC [NEOM.OB]

3. Date of Earliest Transaction

Filed(Month/Day/Year)

4. If Amendment, Date Original

(Month/Day/Year) 05/26/2010

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

Applicable Line)

\_X\_\_ Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

**EDINBURGH X0 EH126AD** (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount 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) Disposed of (Instr. 3, 4, and 5)	D)	·)	(Instr. 3 and	4)
				Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amous Number Shares
Option to buy	\$ 1 <u>(1)</u>	06/10/2008		<u>J(2)</u>	320,512 (1)	11/29/2009	06/10/2018	Common Stock	320,5 (1)
Option to buy	\$ 2 (1)	04/29/2009		A	8,862 <u>(1)</u>	05/29/2010	04/29/2019	Common Stock	8,862
Option to buy	\$ 0.199	05/26/2010		J <u>(2)</u>	180,000	05/29/2012(3)	05/26/2020	Common Stock	180,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCCREADY IAIN ALEXANDER						
7 UPPER COLTBRIDGE TERRACE	X		Chief Executive Officer			
EDINBURGH X0 EH126AD						

# **Signatures**

/s/ Iain A.
McCready

\*\*Signature of Reporting Person

O7/22/2010

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 terms of this option, including the number of shares and exercise price were modified as a result of the 1 for 100 share reverse stock split, which was approved by the Company's shareholders at a special meeting of shareholders, held on March 30, 2010.
- (2) The Stock options were granted to Mr. McCready as compensation in consideration for his services as Chief Executive Officer of the Company
- The option grant vests in equial monthly installments of 7,500 shares per month over a tweny-four (24) month period, beginning on June (3) 29, 2010 and are fully vested on May 29, 2012. The options are subject to accelerated vesting upon the occurrance of a "Change in Control" as defined in Article 6 of Mr. McCready's employment agreement dated January 1, 2010.

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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