## 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).

OMB APPROVAL
OMB Number:
Expires: January 31,
Estimated average burden hours per response...
0.5
(Print or Type Responses)

(Last) (First) (Middle)
7 UPPER COLTBRIDGE TERRACE
(Street)

EDINBURGH X0 EH126AD
2. Issuer Name and Ticker or Trading Symbol
NEOMEDIA TECHNOLOGIES INC [NEOM.OB]
3. Date of Earliest Transaction (Month/Day/Year)
05/26/2010
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

| X__ Director | 10\% Owner Other (specify |
| :---: | :---: |
| X__ Officer (give title |  |
| below) |  |
| hief Exe | utive Offic |

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

> 6. Individual or Joint/Group Filing(Check
> Applicable Line)
> _X_Form filed by One Reporting Person Form filed by More than One Reporting Person


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


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


| Security (Instr. 3) | or Exercise Price of Derivative Security |  | any <br> (Month/Day/Year) | Code <br> (Instr. 8) | Securities <br> 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 | Amou <br> Numb |
| Option to buy | \$ 1 (1) | 06/10/2008 |  | J (2) | $\begin{gathered} 320,512 \\ \underline{(1)} \end{gathered}$ | 11/29/2009 | 06/10/2018 | Common Stock | $\begin{array}{r} 320, \\ \\ \hline \end{array}$ |
| Option to buy | \$ 2 (1) | 04/29/2009 |  | A | 8,862 ${ }_{\text {(1) }}$ | 05/29/2010 | 04/29/2019 | Common Stock | 8,86 |
| Option to buy | \$ 0.199 | 05/26/2010 |  | J (2) | 180,000 | 05/29/2012 ${ }^{(3)}$ | 05/26/2020 | Common Stock | 180, |

## Reporting Owners

Reporting Owner Name / Address
Relationships
Director $10 \%$ Owner Officer Other

## MCCREADY IAIN ALEXANDER <br> 7 UPPER COLTBRIDGE TERRACE <br> EDINBURGH X0 EH126AD <br> X

Chief Executive Officer

## Signatures

/s/ Iain A.
McCready
${ }_{-}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) The terms of this option, including the number of shares and exercise price were modified as a result of the 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.

