

ZIMA MICHAEL WADE
 Form 4
 July 09, 2009

FORM 4

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

OMB APPROVAL

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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 *
 ZIMA MICHAEL WADE

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)
 3293 LEEDS WAY
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

DULUTH,, GA 30096
 (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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial 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 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) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---------------|------------------------------|---------------------------|--|-----------|--------------------|-----------------|--------------|----------------------|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code V | | | | |
| Option to Buy | \$ 0.01 | 08/28/2008 ⁽¹⁾ | J ⁽²⁾ | 500,000 | ⁽¹⁾ (4) | 01/01/2019 | Common Stock | 500,0 |
| Option to Buy | \$ 0.01 | 09/17/2008 ⁽¹⁾ | J ⁽³⁾ | 4,500,000 | ⁽¹⁾ (5) | 06/10/2018 | Common Stock | 4,500,0 |
| Option to Buy | \$ 0.02 | 04/29/2009 ⁽¹⁾ | A | 525,000 | ⁽¹⁾ (6) | 04/29/2019 | Common Stock | 525,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZIMA MICHAEL WADE 3293 LEEDS WAY DULUTH,, GA 30096 | | | Chief Financial Officer | |

Signatures

/s/ Michael W.
Zima 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 Mr. Zima as compensation in consideration for his services as Vice President Finance of the Company.
 - (3) The stock options were granted to Mr. Zima as compensation in consideration for his services as Chief Financial Officer of the Company.
 - (4) Pursuant to the schedule on Exhibit 99.1 attached hereto, this stock option grant vests ratably over the four (4) years beginning on August 28, 2009, so long as the Reporting Person remains employed with the Company.
 - (5) Pursuant to the schedule on Exhibit 99.2 attached hereto, this stock option grant vests ratably over the four (4) years beginning on September 17, 2009, so long as the Reporting Person remains employed with the Company.
 - (6) Pursuant to the schedule on Exhibit 99.3 attached hereto, this stock option grant vests over twelve (12) months beginning May 29, 2009 so long as the Reporting Person remains employed 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. 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.