

MCCREADY IAIN ALEXANDER
 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 *
 MCCREADY IAIN ALEXANDER

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)

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

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

7 UPPER COLTBRIDGE TERRACE

(Street)

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

EDINBURGH, X0 EH1ZGA0

(City) (State) (Zip)

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 (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.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities 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	Ar	Nu	Sh
Option to Buy	\$ 0.01	06/10/2008 ⁽¹⁾	J ⁽²⁾	16,025,643	11/29/2009 ⁽¹⁾	06/10/2018							Common Stock			10
Option to Buy	\$ 0.02	04/29/2009 ⁽¹⁾	A	886,260	<u>(1)(3)</u>	04/29/2019							Common Stock			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCREADY IAIN ALEXANDER 7 UPPER COLTBRIDGE TERRACE EDINBURGH, X0 EH1ZGA0	X		Chief Executive Officer	

Signatures

/s/ Iain A. McCready 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).
- (1) All unvested non-qualified stock options which had been previously issued and previously not reportable, now vest and become 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. McCready as compensation in consideration for his services as Chief Executive Officer of the Company.
 - (3) Pursuant to the schedule on Exhibit 99.1 attached hereto, this stock option grant vests over twelve (12) months beginning May 29, 2009.

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.