

O LEARY GEORGE G

Form 4

July 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
O LEARY GEORGE G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6506 CONTEMPO LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2011

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

BOCA RATON, FL US 33433

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/20/2007 | | J ⁽¹⁾ | | 5,174 | A | \$ 2.51 | 5,174 | I | SKS Consulting (1) |
| Common Stock | 10/02/2007 | | J ⁽¹⁾ | | 2,647 | A | \$ 1.9 | 7,821 | I | SKS Consulting (1) |
| Common Stock | 01/21/2008 | | J ⁽¹⁾ | | 2,886 | A | \$ 1.1 | 10,707 | I | SKS Consulting (1) |
| Common Stock | 04/17/2008 | | J ⁽¹⁾ | | 2,919 | A | \$ 1 | 13,626 | I | SKS Consulting |

(1)

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 (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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Option to Buy | \$ 0.017 | 04/07/2011 | | J ⁽²⁾ | 18,772 | 04/07/2011 | 04/07/2021 | Common Stock | 18,772 |
| Option to Buy | \$ 0.017 | 04/07/2011 | | A | 100,000 | ⁽³⁾ | 04/07/2021 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O LEARY GEORGE G 6506 CONTEMPO LANE BOCA RATON, FL US 33433 | X | | Chief Operating Officer | |

Signatures

/s/ George G.
O'Leary

07/08/2011

**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) Shares were issued to SKS Consulting of South Florida Corp., pursuant to the terms of a consulting agreement between the issuer and SKS Consulting of South Florida Corp. Reporting Person is President of SKS Consulting of South Florida Corp.

(2) The Option to Buy was granted to Mr. O'Leary on 04/07/2011 in replacement of five prior option agreements. The first four prior Option Agreements were granted on 07/20/2007, 10/03/2007, 01/21/2008 and 04/17/2008 and were issued in exchange for his services under a consulting agreement. The fifth was dated 04/29/2009 in exchange for a temporary reduction in his compensation as a Director of the Company.

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- The Option to Buy vests and becomes exercisable on a pro-rata monthly basis over an 18 month period beginning on 05/07/2011, such
- (3) that the Option to Buy is fully vested on 08/07/2012 . The Option to Buy vests so long as the Reporting Person remains in a relationship with the Company, as further defined in the Stock Option Agreement.

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.