

NEOMEDIA TECHNOLOGIES INC  
 Form 4  
 December 28, 2006

**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 \*  
**FRITZ WILLIAM E**

2. Issuer Name and Ticker or Trading Symbol  
**NEOMEDIA TECHNOLOGIES INC [OTCBB:NEOM]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**4021 GULFSHORE BLVD. #906**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/22/2006**

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

**NAPLES, FL 34103**  
 (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 Following 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			
Common Stock <sup>(1)</sup>					45,332,365	D	
Common Stock <sup>(1)</sup>					1,778,579	I	See note <sup>(2)</sup>

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

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SEC 1474 (9-02)

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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 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)	8. Deemed to be Owned (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock <u>(1)</u>	\$ 0.01					<u>(3)</u>	12/22/2007	Common Stock	1,000,000
Options to purchase common stock <u>(1)</u>	\$ 0.075					<u>(3)</u>	12/22/2007	Common Stock	750,000
Options to purchase common stock <u>(1)</u>	\$ 0.239					<u>(3)</u>	12/22/2007	Common Stock	1,000,000
Options to purchase common stock <u>(1)</u>	\$ 0.328					<u>(3)</u>	12/22/2007	Common Stock	750,000
Common stock warrants <u>(1)</u>	\$ 0.03					<u>(3)</u>	01/08/2008	Common Stock	40,000
Common stock warrants <u>(1)</u>	\$ 0.01					<u>(3)</u>	07/08/2008	Common Stock	2,500,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

FRITZ WILLIAM E  
4021 GULFSHORE BLVD. #906 X  
NAPLES, FL 34103

## Signatures

/s/ William E.

Fritz 12/28/2006

\_\_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) Filer resigned from his position as Director effective December 22, 2006. Filer will no longer be subject to Section 16 reporting requirements.
- (2) William Fritz owns 45,332,365 shares directly, and has beneficial ownership in an additional 101,370 held by his wife, and 1,677,209 shares as trustee for trusts and partnerships for the Fritz family.
- (3) NA

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.