

O LEARY GEORGE G
Form 4
June 15, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2009
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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2007

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

950 PENINSULA CORPORATE CIRCLE

(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

BOCA RATON, FL 33487

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 10/02/2007 | | P | | 198,565 | A | Ⓛ 586,626 | I | See Footnote (1) |
| Common Stock | 01/21/2008 | | P | | 216,465 | A | Ⓛ 803,091 | I | See Footnote (1) |
| Common Stock | 04/17/2008 | | P | | 218,937 | A | Ⓛ 1,022,028 | I | See Footnote (1) |

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|-------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Option to Buy | \$ 0.04 | 10/03/2007 | | A | | 198,565 | | 10/03/2007 | 10/03/2017 | Common Stock | 198,565 |
| Option to Buy | \$ 0.04 | 01/21/2008 | | A | | 216,465 | | 01/21/2008 | 01/21/2018 | Common Stock | 216,465 |
| Option to Buy | \$ 0.04 | 01/22/2008 | | A | | 216,466 | | 01/22/2008 | 01/22/2018 | Common Stock | 216,466 |
| Option to Buy | \$ 0.04 | 04/17/2008 | | A | | 218,937 | | 04/17/2008 | 04/17/2018 | Common Stock | 218,937 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| O LEARY GEORGE G 950 PENINSULA CORPORATE CIRCLE BOCA RATON, FL 33487 | | | X | |

Signatures

/s/ George G.
O'Leary

05/18/2009

**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).

Shares were issued to SKS Consulting of South Florida Corp. pursuant to the terms of a consulting agreement by and between the Issuer (1) and SKS Consulting of South Florida Corp. The Reporting Person is the President and sole owner of SKS Consulting of South Florida Corp.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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