

Neonode, Inc
Form 4
August 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
REARDON JOHN RALPH

(Last) (First) (Middle)
3180 SITIO SENDERO

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Neonode, Inc [NEON]

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/12/2013 | | X ⁽¹⁾ | | \$ 80,000 1.375 ⁽¹⁾ | 161,958 ⁽²⁾ | D |
| Common Stock | 08/12/2013 | | S ⁽¹⁾ | | \$ 14,678 7.494 ⁽¹⁾ | 147,280 | D |
| Common Stock | | | | | | 2,754 ⁽²⁾ | I |

by The
RTC
Group ⁽³⁾

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Warrant <u>(1)</u> | \$ 1.375 | 08/12/2013 | | X | 80,000 | 04/15/2011 10/15/2013 | Common Stock | 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REARDON JOHN RALPH 3180 SITIO SENDERO CARLSBAD, CA 92009 | | X | | |

Signatures

/s/ John Reardon 08/14/2013
 **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) Mr. Reardon exercised a warrant to purchase 80,000 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Reardon was issued a net of 65,322 shares. The \$7,494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.

(2) Reflects a correction in the nature and amount of securities beneficially owned as reported in the two Form 4 amendments filed by Mr. Reardon on August 14, 2013 with respect to Forms 4 originally filed on January 27, 2009 and March 29, 2012. Also, the Form 4 filed by Mr. Reardon on May 17, 2013 incorrectly reported the amount beneficially owned by Mr. Reardon following that transaction; such amount was reported as an aggregate of 81,667 shares beneficially owned but properly was reportable as an aggregate 81,958 shares beneficially owned, of which 2,754 shares were owned indirectly by The RTC Group.

(3) Mr. Reardon is President, Chief Executive Officer, and controlling shareholder, of The RTC Group.

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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