

MARRIOTT LAURA ANNE

Form 4

July 09, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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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 \*  
MARRIOTT LAURA ANNE2. 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)

1550 S MILWAUKEE STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/29/2009☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

DENVER, CO 80210

(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)<br>Code V Amount (D) Price                             |                                                                                               |                                                          |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                 |                           |                                      |                                   |                     |                                    |                                                          |                                                               |

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| (Instr. 3)       | Price of<br>Derivative<br>Security | (Month/Day/Year)          | (Instr. 8)       | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |           |     |                     |                    |                 |                            |
|------------------|------------------------------------|---------------------------|------------------|------------------------------------------------------------|-----------|-----|---------------------|--------------------|-----------------|----------------------------|
|                  |                                    |                           | Code             | V                                                          | (A)       | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Option<br>to Buy | \$ 0.01                            | 01/01/2009 <sup>(1)</sup> | J <sup>(2)</sup> |                                                            | 5,000,000 |     | <sup>(1)(3)</sup>   | 01/01/2019         | Common<br>Stock | 5,000,000                  |
| Option<br>to Buy | \$ 0.02                            | 04/29/2009 <sup>(1)</sup> | A                |                                                            | 177,500   |     | <sup>(1)(4)</sup>   | 04/29/2019         | Common<br>Stock | 177,500                    |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| MARRIOTT LAURA ANNE<br>1550 S MILWAUKEE STREET<br>DENVER, CO 80210 |               |           | X       |       |

## Signatures

/s/ Laura A.  
Marriott 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).
- All unvested non-qualified stock options which had been previously issued and previously not reportable, now vest and become
- (1) 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 Ms. Marriott as compensation in consideration for her services as a Director of the Company.
  - (3) Pursuant to the schedule attached hereto on Exhibit 99.1, this stock option grant vests over four (4) years beginning January 1, 2010, so long as the Reporting Person remains associated with the Company.
  - (4) Pursuant to the schedule attached hereto on Exhibit 99.2, this stock option grant vests over twelve (12) months beginning May 29, 2009, so long as the Reporting Person remains associated with the Company.

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.