NEOMEDIA TECHNOLOGIES INC

Form 4/A

February 05, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

See Instruction 1(b).

(Last)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

FRITZ CHARLES W

(First) (Middle)

8721 CAJUPUT COVE

(Street)

FORT MYERS, FL 33919

2. Issuer Name and Ticker or Trading

Symbol

NEOMEDIA TECHNOLOGIES INC [OTCBB:NEOM]

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

02/10/2005

OMB APPROVAL

OMB Number:

3235-0287

0.5

January 31, Expires:

2005 Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Options to purchase common	<u>(2)</u>	02/10/2005		A		4,000,000		02/10/2005(1)	02/08/2015	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runte, runteess	Director	10% Owner	Officer	Other			
FRITZ CHARLES W 8721 CAJUPUT COVE FORT MYERS, FL 33919	X		Chief Financial Officer				

Signatures

/s/ Charles W.
Fritz

**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) Options granted from the issuer's 2003 Stock Option Plan and vest 25% upon grant and 25% upon each subsequent anniversary date until fully vested.
- This amended Form 4 is being filed solely for purpose of reporting repricing of options. On February 1, 2007, the issuer repriced the above stock options, which originally had an exercise price of \$0.239 per share, as follows: 2,000,000 which were vested as of February 1, 2007 were repriced to \$0.045; 1,000,000 options that vest on February 8, 2007 were repriced to \$0.075 per share, and 1,000,000 options that vest on February 8, 2008 were repriced to \$0.125 per share.

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.

Reporting Owners 2