

MCCREADY IAIN ALEXANDER
 Form 4
 July 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
 MCCREADY IAIN ALEXANDER

2. Issuer Name and Ticker or Trading Symbol
 NEOMEDIA TECHNOLOGIES INC [NEOM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2010

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

7 UPPER COLTBRIDGE TERRACE

(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

EDINBURGH X0 EH126AD

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount	Number of Shares
Option to buy	\$ <u>1</u> ⁽¹⁾	06/10/2008	J ⁽²⁾		320,512 ⁽¹⁾		11/29/2009	06/10/2018	Common Stock	320,512 ⁽¹⁾	
Option to buy	\$ <u>2</u> ⁽¹⁾	04/29/2009	A		8,862 ⁽¹⁾		05/29/2010	04/29/2019	Common Stock	8,862	
Option to buy	\$ 0.199	05/26/2010	J ⁽²⁾		180,000		05/29/2012 ⁽³⁾	05/26/2020	Common Stock	180,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCREADY IAIN ALEXANDER 7 UPPER COLTBRIDGE TERRACE EDINBURGH X0 EH126AD	X		Chief Executive Officer	

Signatures

/s/ Iain A. McCready 07/22/2010

**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) The terms of this option, including the number of shares and exercise price were modified as a result of the the 1 for 100 share reverse stock split, which was approved by the Company's shareholders at a special meeting of shareholders, held on March 30, 2010.
- (2) The Stock options were granted to Mr. McCready as compensation in consideration for his services as Chief Executive Officer of the Company
- The option grant vests in equal monthly installments of 7,500 shares per month over a twenty-four (24) month period, beginning on June 29, 2010 and are fully vested on May 29, 2012. The options are subject to accelerated vesting upon the occurrence of a "Change in Control" as defined in Article 6 of Mr. McCready's employment agreement dated January 1, 2010.

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.