

NEOMEDIA TECHNOLOGIES INC  
 Form 4/A  
 February 05, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 FRITZ CHARLES W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 8721 CAJUPUT COVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/27/2005

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

FORT MYERS, FL 33919  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/28/2005

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 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)  | 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 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 Security (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 Exercisable          | Expiration<br>Date | Title           | Am<br>Nun<br>Sha |
|--|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|--------------------|-----------------|------------------|
| Options<br>to<br>purchase<br>common<br>stock | (2)                                | 12/27/2005       | A          | 2,000,000  |      |   |     |     | 12/27/2005 <sup>(1)</sup> | 12/16/2015         | Common<br>Stock | 2,0              |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| FRITZ CHARLES W<br>8721 CAJUPUT COVE<br>FORT MYERS, FL 33919 | X             |           | Chief Financial Officer |       |

## Signatures

/s/ Charles W.  
Fritz

02/01/2007

\*\*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.

- (2) 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 \$0.328 per share, as follows: 1,000,000 which were vested as of February 1, 2007 were repriced to \$0.045; 500,000 options that vest on December 16, 2007 were repriced to \$0.075 per share; and 500,000 options that vest on December 16, 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.