

NEOMEDIA TECHNOLOGIES INC
 Form 4
 December 28, 2006

FORM 4

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

OMB APPROVAL

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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 WILLIAM E

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)
 4021 GULFSHORE BLVD. #906
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/22/2006

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

NAPLES, FL 34103
 (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) | Price | | |
| Common Stock ⁽¹⁾ | | | | | 45,332,365 | D | |
| Common Stock ⁽¹⁾ | | | | | 1,778,579 | I | See note ⁽²⁾ |

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

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SEC 1474 (9-02)

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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 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) | 8. Deemed to be Owned (Instr. 3) | |
|---------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase common stock <u>(1)</u> | \$ 0.01 | | | | | <u>(3)</u> | 12/22/2007 | Common Stock | 1,000,000 |
| Options to purchase common stock <u>(1)</u> | \$ 0.075 | | | | | <u>(3)</u> | 12/22/2007 | Common Stock | 750,000 |
| Options to purchase common stock <u>(1)</u> | \$ 0.239 | | | | | <u>(3)</u> | 12/22/2007 | Common Stock | 1,000,000 |
| Options to purchase common stock <u>(1)</u> | \$ 0.328 | | | | | <u>(3)</u> | 12/22/2007 | Common Stock | 750,000 |
| Common stock warrants <u>(1)</u> | \$ 0.03 | | | | | <u>(3)</u> | 01/08/2008 | Common Stock | 40,000 |
| Common stock warrants <u>(1)</u> | \$ 0.01 | | | | | <u>(3)</u> | 07/08/2008 | Common Stock | 2,500,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

FRITZ WILLIAM E
4021 GULF SHORE BLVD. #906 X
NAPLES, FL 34103

Signatures

/s/ William E.
Fritz 12/28/2006

**Signature of Date
Reporting Person

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) Filer resigned from his position as Director effective December 22, 2006. Filer will no longer be subject to Section 16 reporting requirements.
- (2) William Fritz owns 45,332,365 shares directly, and has beneficial ownership in an additional 101,370 held by his wife, and 1,677,209 shares as trustee for trusts and partnerships for the Fritz family.
- (3) NA

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.