

NEON Communications Group, Inc.

Form 4

November 15, 2007

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sandman Eric

(Last) (First) (Middle)

C/O NEON COMMUNICATIONS
GROUP, INC., 2200 WEST PARK
DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEON Communications Group, Inc.
[NGI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)
Sr. Vice President, CFO

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 Indirect Beneficial Ownership (Instr. 4)
			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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 4.17	11/13/2007		D ⁽¹⁾		50,000		⁽¹⁾	01/10/2017	Common Stock	50,000
Employee Stock Option	\$ 4.16	11/13/2007		D ⁽¹⁾		95,610		⁽¹⁾	03/07/2014	Common Stock	95,610
Employee Stock Option	\$ 4.75	11/13/2007		D ⁽¹⁾		31,870		⁽¹⁾	09/13/2014	Common Stock	31,870
Employee Stock Option	\$ 2.75	11/13/2007		D ⁽¹⁾		9,795		⁽¹⁾	01/10/2017	Common Stock	9,795

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandman Eric C/O NEON COMMUNICATIONS GROUP, INC. 2200 WEST PARK DRIVE WESTBOROUGH, MA 01581			Sr. Vice President, CFO	

Signatures

/s/ Eric
Sandman 11/15/2007

__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) On November 13, 2007, Raven Acquisition Corporation, a wholly-owned subsidiary of RCN Corporation, was merged (the "Merger") with and into NEON Communications Group, Inc. (the "Company"). Pursuant to the Merger, all of the outstanding shares of common and preferred stock of the Company were cancelled and converted into the right to receive \$5.15 per share in cash, without interest (the "Merger Consideration"). In addition, each stock option was cancelled and the holder of such option became entitled to receive the excess, if any, of the per share Merger Consideration over the exercise price of the option (regardless of whether such option is vested and exercisable).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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