

NEOMEDIA TECHNOLOGIES INC
 Form 4
 December 28, 2005

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2005

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

4021 GULF SHORE BLVD.
 N., UNIT 906

(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

NAPLES, FL 34103

(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 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 | (A) or (D) | Price | | |
| Common Stock | 12/28/2005 | | G | D | 70,000 (1) | \$ 0.285 (8) | D (9) | 47,110,944 | | |
| Common Stock | 12/28/2005 | | G | D | 70,000 (2) | \$ 0.285 (8) | D | 47,110,944 | | |
| Common Stock | 12/28/2005 | | G | D | 70,000 (3) | \$ 0.285 (8) | D | 47,110,944 | | |
| Common | 12/28/2005 | | G | D | 70,000 | \$ | D | 47,110,944 | | |

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| | | | | | | | | |
|--------------|------------|--|---|---------------|---|-------------|------------|---|
| Stock | | | | (4) | | 0.285 | | |
| | | | | | | (8) | | |
| Common Stock | 12/28/2005 | | G | 70,000 (5) | D | \$ 0.285 | 47,110,944 | D |
| | | | | | | (8) | | |
| Common Stock | 12/28/2005 | | G | 70,000 (6) | D | \$ 0.285 | 47,110,944 | D |
| | | | | | | (8) | | |
| Common Stock | 12/28/2005 | | G | 70,000 (7) | D | \$ 0.285 | 47,110,944 | D |
| | | | | | | (8) | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRITZ WILLIAM E 4021 GULF SHORE BLVD. N. UNIT 906 NAPLES, FL 34103 | X | X | | |

Signatures

/s/ William E.

Fritz

12/28/2005

 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) This was a bona fide gift to Brett Fritz, grandson.
- (2) This was a bona fide gift to Tanner Fritz, grandson.
- (3) This was a bona fide gift to Paige Fritz, granddaughter.
- (4) This was a bona fide gift to Tyler Fritz, grandson.
- (5) This was a bona fide gift to Chandler Fritz, son.
- (6) This was a bona fide gift to Charlotte Fritz, daughter-in-law.
- (7) This was a bona fide gift to Naomi Fritz, granddaughter.
- (8) Price shown is the last sale price of NeoMedia common stock on the date of the transaction.
- (9) 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.

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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