BRUNTON DAVID W

Form 4 June 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Inc

common stock

(Print or Type Responses)

1. Name and A BRUNTON	Person * 2. Issu Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	Neonode, Inc [(First) (Middle) 3. Date of Earliest			-	(Check all applicable)			
(Last)	(1 1131)	, 5.24.0		ansaction	Director	100		
651 BYRDI		(Month/Day/Year) 06/07/2011			ve title Oth below) P Finance & CFC			
	4. If An	nendment, Da	ate Original	6. Individual or Joint/Group Filing(Check				
LAFAYET	ГЕ, СА 94549	Filed(M	onth/Day/Year	-		One Reporting Po		
(City)	(State)	(Zip) Ta	ble I - Non-I	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed 3. 4. Securities Acquinth/Day/Year) Execution Date, if Transaction(A) or Disposed of Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Pr		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)		
Neonode								

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

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10,000 A

\$ 3

06/07/2011

06/07/2011

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRUNTON DAVID W 651 BYRDEE WAY LAFAYETTE, CA 94549

VP Finance & CFO

Signatures

David W

Brunton 06/07/2011

**Signature of Person 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).

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.

Reporting Owners 2