

Neonode, Inc
Form 4
August 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Bystedt Per Ivar Gosta

2. Issuer Name and Ticker or Trading Symbol
Neonode, Inc [NEON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2700 AUGUSTINE DR., SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2013

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

(Street)
SANTA CLARA, CA 95054

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

(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 or Price		
Common Stock	08/12/2013		X ⁽¹⁾		\$ 320,000 1.375 759,392 ⁽⁴⁾	D	
Common Stock	08/12/2013		S ⁽¹⁾		\$ 58,714 7.494 700,678	D	
Common Stock	08/12/2013		X ⁽²⁾		\$ 67,773 1.375 768,451	D	
Common Stock	08/12/2013		S ⁽²⁾		\$ 12,435 7.494 756,016	D	

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(2)

Common Stock	08/12/2013	X ⁽³⁾	227,661 ⁽³⁾	A	\$ 1,375 ⁽³⁾	3,223,960	I	through Iwo Jima sarl, a company owned by Mr. Bystedt
Common Stock	08/12/2013	S ⁽³⁾	44,771 ⁽³⁾	D	\$ 7,494 ⁽³⁾	3,179,189	I	through Iwo Jima sarl, a company owned by Mr. Bystedt

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 (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 of Number of Shares
Warrant <u>(1)</u>	\$ 1.375	08/12/2013		X		04/15/2011	10/15/2013	Common Stock	320,000
Warrant <u>(2)</u>	\$ 1.375	08/12/2013		X		10/18/2010	10/18/2013	Common Stock	67,773
Warrant <u>(3)</u>	\$ 1.375	08/12/2013		X		10/18/2010	10/18/2013	Common Stock	227,661

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bystedt Per Ivar Gosta 2700 AUGUSTINE DR., SUITE 100 SANTA CLARA, CA 95054	X		Executive Chairman	

Signatures

/s/ Per Bystedt 08/14/2013

__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) Mr. Bystedt exercised a warrant to purchase 320,000 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Bystedt was issued a net of 261,286 shares. The \$7.494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.
 - (2) Mr. Bystedt exercised a warrant to purchase 67,773 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Bystedt was issued a net of 55,338 shares. The \$7.494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.
 - (3) Mr. Bystedt exercised an indirect beneficially-owned warrant to purchase 227,661 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Bystedt was issued a net of 185,890 shares. The \$7.494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.
 - (4) Reflects a correction in the amount of securities beneficially owned as reported in the Form 4 amendment filed by Mr. Bystedt on September 7, 2012. That previous Form 4 amendment indicated a direct beneficial ownership of 429,392; however, the effect of the purchase of 20,000 shares reported therein equated to a direct beneficial ownership of 439,392 shares.

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.