

CRESSWELL MARK J
Form 3
January 16, 2002

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| FORM 3 | U.S. SECURITIES AND EXCHANGE COMMISSION
+-----+ WASHINGTON, D.C. 20549

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Cresswell Mark J.

(Last) (First) (Middle)

14100 Southwest Freeway, Suite 500

(Street)

Sugar Land TX 77478

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2001

3. IRS Identification Number of Reporting Person if an Entity
(Voluntary)

4. Issuer Name and Ticker or Trading Symbol NEON Systems, Inc. (NESY)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice President/General Manager

6. If Amendment, Date of Original (Month/Day/Year) -----

7. 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 BENEFICIALLY OWNED

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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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TABLE II--DERIVATIVE SECURITIES BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security
	Date Exercisable	Expiration Date	Title Amount or Number of Shares

Stock Options (Right to Buy) (1)	(1)	10/15/2011	Common Stock	200,000	\$3.56
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Explanation of Responses:

- (1) Granted under the Issuer's 1999 Long Term Incentive Plan vesting is 25% at one year anniversary and quarterly vesting thereafter over twelve quarters.

/s/ Mark J. Cresswell	1/16/2001
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**Signature of Reporting Person	Date

* If the form is filed by more than one reported person, see Instruction 5(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.