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NEOMEDIA TECHNOLOGIES INC Form 4 December 28, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JENSEN CHARLES T Issuer Symbol NEOMEDIA TECHNOLOGIES (Check all applicable) INC [OTCBB:NEOM] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 14707 TRIPLE EAGLE COURT 12/27/2005 President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FORT MYERS, FL 33912 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amou |
|-------------|-------------|---------------------|--------------------|-------------|--------------|-------------------------|-------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orDerivative | Expiration Date | Underlying Secur |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | . 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|--|------------------------------------|------------|------------------|---------|------|--|-----|-----------------------|--------------------|-----------------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Options to purchase common stock | \$ 0.328 | 12/27/2005 | | A | | 2,000,000 | | 12/27/2005 <u>(1)</u> | 12/16/2015 | Common Stock | 2,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-----------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| JENSEN CHARLES T 14707 TRIPLE EAGLE COURT FORT MYERS, FL 33912 | Х | | President & CEO | | | |

Signatures

/s/ Charles T. Jensen 12/27/2005 <u>**Signature of Date</u> 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) Options granted from issuer's 2003 Stock Option Plan, and vest 25% upon grant, and 25% upon each subsequent anniversary date until fully vested.

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.