

REARDON JOHN RALPH
Form 4
April 13, 2012

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 *
REARDON JOHN RALPH

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)
2114 OPAL RIDGE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2012

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

VISTA, CA 92081

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock | 03/29/2012 ⁽¹⁾ | | S | | 74,050 ⁽¹⁾ | D | \$ 3.39 ⁽¹⁾ |
| | | | | | | | 103,767 |

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)

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| 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REARDON JOHN RALPH 2114 OPAL RIDGE VISTA, CA 92081 | | X | | |

Signatures

John Reardon 04/13/2012
 __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) Sold shares as follows Average stock price sold is \$3.39. Stock acquired through net exercise of warrant at average price of \$3.97.
 3/29/2012 3,000 @ \$3.68 3/30/2012 1,000 @ \$3.65 3/30/2012 2,800 @ \$3.67 3/30/2012 11,000 @ \$3.63 4/2/2012 6,900 @ \$3.66
 4/3/2012 500 @ \$3.61 4/5/2012 48,850 @ \$3.25

Remarks:

Mr. Reardon sold shares of Neonode Inc common stock to to cover income tax liabilities.

Sold shares as follows Average stock price sold is \$3.39. Stock acquired through net exercise of warrant at average price of \$3.97.

3/30/2012 1,000 @ \$3.65

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3/30/2012 2,800 @ \$3.67

3/30/2012 11,000 @ \$3.63

4/2/2012 6,900 @ \$3.66

4/3/2012 500 @ \$3.61

4/5/2012 48,850 @ \$3.25

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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