

WOODHILL JAMES R
 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*

| | | |
|-------------------------------|---------|----------|
| Woodhill | James | R. |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |
| 11767 Katy Freeway, Suite 375 | | |
| ----- | | |
| (Street) | | |
| Houston | TX | 77079 |
| ----- | ----- | ----- |
| (City) | (State) | (Zip) |

2. Date of Event Requiring Statement (Month/Day/Year) 12-21-2001

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)

| | | | |
|--|----------------------------------|------------------------------------|--------------------------------|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Officer | <input type="checkbox"/> 10% Owner | <input type="checkbox"/> Other |
| | (give title below) | | (specify below) |

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) |
|---------------------------------|---|--|---|
| Common Stock | 21,400 | D | |
| Common Stock | 4,800 | D | |
| Common Stock | 11,685 | I | By self as Trustee for dependent |
| Common Stock | 15,000 | I | Director of Family Foundation |
| Common Stock | 40,000 | D | |
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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 |
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