NEON SYSTEMS INC
Form 3
August 09, 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(1)

Helman	Brian	D.
(Last)	(First)	(Middle)

14100 Southwest Freeway, Suite 500
(Street)

Sugar Land	Texas	77478
(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 7/2/2002

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

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
___ Director _X_ Officer (give title below) ___ 10% Owner ___ Other (specify below)

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

7. Individual or Joint Group Filing (Check Applicable Line)
_X__ Form Filed by One Reporting Person
_____ Form filed by More than One Reporting Person

TABLE I--NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

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)

(1) If the form if filed by more than one Reporting Person, see Instruction 5(b)(v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
(Print or Type Responses) (Over)

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)	7/2/2012	Common Stock	100,000	$3.94

Explanation of Responses:
(1) Granted under the Issuer's 2002 Stock Option Plan and vesting in (1/4) of total shares on first anniversary date, and (1/16) of total shares vesting each quarter for (12) additional quarters.

/s/ Brian D. Helman 08/08/2002
**Signature of Reporting Person Date

(1) 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.