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NEON SYSTEMS INC Form 5 May 15, 2001

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OMB APPROVAL _____ OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden

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FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] CHECK BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

[] FORM 3 HOLDINGS REPORTED

[] FORM 4 TRANSACTIONS REPORTED

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

1. Name and Moores	Address of Reportin John	g Person* J.			
(Last) (First)		(Middle)			
12680 High Bluff Drive, Suite 200					
(Street)					
San Diego	CA	92130			
(City)	(State)	(Zip)			

- 2. Issuer Name and Ticker or Trading Symbol 6. Rel NEON Systems, Inc. (NESY) _____
 - 3. IRS or Social Security 4. Statement for Number of Reporting Month/real

 Yoluntary) Fiscal year ended _____
 - _____ 5. If Amendment, Date of Original (Month/Year) 7. I

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security 2. Trans- 3. Transac- 4. Securities Acquired (A) 5. Amount of (Instr. 3)

Date Year)

Code (Month/ (Instr. Day/ 8)

action tion or Disposed of (D)

Date Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)

curities E cially Own end of Iss Fiscal Yea _____ (Instr. 3

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			Amount	(A) or (D)	Price
*If the form is filed by					o) (v) .
					OF INFORMATION CONTAIN CURRENTLY VALID OMB CO
2					
FORM 5 (CONTINUED)					SED OF, OR BENEFICIALI
1. Title of Derivative Security (Instr. 3)	2. Conver- 3. sion or Exercise Price of Derivative Security				Ac- Expiration or Date (D) (Month/Day/
					Date Expira-
				(A) (D)	
Common Stock	\$10.25	7/25/00	A	7,500	(1) 7/25/10

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9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	7,500	D		
Ex	planation of Respon			
(1		der the issuer's Stock Opt	ion Plan for Non-Employee Directors and will ears.	vest
* *	Intentional misstate	ements or omissions of fac	ts constitute Federal	

Note. File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

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/s/ John J.

**Signature
* As Attor