

NEOMEDIA TECHNOLOGIES INC  
 Form 4  
 December 28, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 FRITZ CHARLES W

2. Issuer Name and Ticker or Trading Symbol  
 NEOMEDIA TECHNOLOGIES INC [OTCBB:NEOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 8721 CAJUPUT COVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/28/2005

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

FT. MYERS, FL 33919

(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 Indirect Beneficial Ownership (Instr. 4) |            |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |            |   |
| Common Stock                    | 12/28/2005                           |  | G                              |   | 38,000<br>(1)   | D  | \$<br>0.285<br>(6)                                    | 13,910,555 | D |
| Common Stock                    | 12/28/2005                           |  | G                              |   | 38,000<br>(2)   | D  | \$<br>0.285<br>(6)                                    | 13,872,555 | D |
| Common Stock                    | 12/28/2005                           |  | G                              |   | 38,000<br>(3)   | D  | \$<br>0.285<br>(6)                                    | 13,834,555 | D |
| Common Stock                    | 12/28/2005                           |  | G                              |   | 38,000<br>(4)   | D  | \$<br>0.285   | 13,796,555 | D |

|        |            |   |  |        |     |     |       |            |
|--------|------------|---|--|--------|-----|-----|-------|------------|
|        |            |   |  |        | (6) |     |       |            |
| Common | 12/28/2005 |   |  | 38,000 | D   | \$  | 0.285 | 13,758,555 |
| Stock  |            | G |  | (5)    |     | (6) |       | D          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474  
(9-02)

**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 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FRITZ CHARLES W<br>8721 CAJUPUT COVE<br>FT. MYERS, FL 33919 | X             |           |         |       |

## Signatures

/s/ Charles W. Fritz  
12/28/2005

Date

\*\*Signature of 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) This was a bona fide gift to Brett Fritz, son.

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- (2) This was a bona fide gift to Jennifer Fritz, daughter-in-law.
- (3) This was a bona fide gift to Tanner Fritz, son.
- (4) This was a bona fide gift to Paige Fritz, daughter.
- (5) This was a bona fide gift to Tyler Fritz, son.
- (6) Price shown is the last sale price of NeoMedia common stock on the date of the transaction.

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.