

FEINSTEIN MICHAEL  
Form 5  
February 08, 2010

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
FEINSTEIN MICHAEL

(Last) (First) (Middle)

C/O NOCOPI TECHNOLOGIES  
INC., 9C PORTLAND ROAD

(Street)

WEST  
CONSHOHOCKEN, PA 19428

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NOCOPI TECHNOLOGIES  
INC/MD/ [NNUP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common stock, \$.01 par value	01/15/2009		P4	10,000 A	\$ 0.08 2,151,281	D	
Common stock, \$.01 par value	01/22/2009		P4	10,000 A	\$ 0.07 2,161,281	D	
Common stock, \$.01	02/23/2009		P4	10,000 A	\$ 0.09 2,171,281	D	

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par value										
Common stock, \$.01 par value	03/12/2009	Â	P4	10,000	A	\$ 0.07	2,181,281	D	Â	
Common stock, \$.01 par value	04/09/2009	Â	P4	25,000	A	\$ 0.06	2,206,281	D	Â	
Common stock, \$.01 par value	04/16/2009	Â	P4	25,000	A	\$ 0.04	2,231,281	D	Â	
Common stock, \$.01 par value	04/17/2009	Â	P4	10,000	A	\$ 0.04	2,241,281	D	Â	
Common stock, \$.01 par value	11/18/2009	Â	P4	11,600	A	\$ 0.055	2,252,881	D	Â	
Common stock, \$.01 par value	11/19/2009	Â	P4	8,000	A	\$ 0.055	2,260,881	D	Â	
Common stock, \$.01 par value	11/25/2009	Â	P4	15,000	A	\$ 0.05	2,275,881	D	Â	
Common stock, \$.01 par value	Â	Â	Â	Â	Â	Â	656,000	I		Pension plan
Common stock, \$.01 par value	Â	Â	Â	Â	Â	Â	100,000	I		IRA

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

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**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 Security (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
	\$ 0.17	04/29/2009	Â	J4 <sup>(1)</sup>	Â	50,000	04/30/2004	04/29/2009		50,000

Option Type	Exercise Price	Grant Date	Expiration Date	Number of Shares	Underlying Security	Number of Shares	Grant Date	Expiration Date	Underlying Security	Number of Shares
Stock Option (Right to Buy)					Common Stock				Common Stock	
Stock Option (Right to Buy)	\$ 0.17	04/29/2009		J4 <sup>(1)</sup>	Common Stock	100,000	01/01/2005	04/29/2009	Common Stock	100,000
Stock Option (Right to Buy)	\$ 0.1				Common Stock		01/01/2006	04/29/2010	Common Stock	100,000
Stock Option (Right to Buy)	\$ 0.215				Common Stock		01/01/2007	04/29/2011	Common Stock	100,000
Stock Option (Right to Buy)	\$ 0.45				Common Stock		01/01/2009	04/29/2013	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEINSTEIN MICHAEL C/O NOCOPI TECHNOLOGIES INC., 9C PORTLAND ROAD WEST CONSHOHOCKEN, PA 19428	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signatures

Michael A. Feinstein, M.D. 02/08/2010

\*\*Signature of Reporting Person

Date

## 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) Expiration of stock options.

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