

REARDON JOHN RALPH  
Form 4  
April 13, 2012

**FORM 4**

**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).

**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 \*  
REARDON JOHN RALPH

2. Issuer Name and Ticker or Trading Symbol  
Neonode, Inc [NEON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2114 OPAL RIDGE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/29/2012

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

VISTA, CA 92081  
  
(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	03/29/2012 <sup>(1)</sup>		S		74,050 <u>(1)</u>	D	\$ 3.39 <u>(1)</u>
					103,767	D	

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REARDON JOHN RALPH 2114 OPAL RIDGE VISTA, CA 92081	X			

## Signatures

John Reardon	04/13/2012
**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) Sold shares as follows Average stock price sold is \$3.39. Stock acquired through net exercise of warrant at average price of \$3.97.  
 3/29/2012 3,000 @ \$3.68 3/30/2012 1,000 @ \$3.65 3/30/2012 2,800 @ \$3.67 3/30/2012 11,000 @ \$3.63 4/2/2012 6,900 @ \$3.66  
 4/3/2012 500 @ \$3.61 4/5/2012 48,850 @ \$3.25

### Remarks:

Mr. Reardon sold shares of Neonode Inc common stock to to cover income tax liabilities.

Sold shares as follows Average stock price sold is \$3.39. Stock acquired through net exercise of warrant at average price of \$3.97.

3/30/2012 1,000 @ \$3.65

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3/30/2012 2,800 @ \$3.67

3/30/2012 11,000 @ \$3.63

4/2/2012 6,900 @ \$3.66

4/3/2012 500 @ \$3.61

4/5/2012 48,850 @ \$3.25

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

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