

NEOSE TECHNOLOGIES INC
Form 4
March 07, 2005

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 *
CLARKE C BOYD

2. Issuer Name and Ticker or Trading Symbol
NEOSE TECHNOLOGIES INC [NTEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
102 WITMER ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2005

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

HORSHAM, PA 19044

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(In)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <u>(1)</u>	03/03/2005	A		64,904		<u>(1)</u>	<u>(1)</u>	Common Stock	64,904
Restricted Stock Unit	\$ 0 <u>(2)</u>	03/03/2005	A		11,538		<u>(2)</u>	<u>(2)</u>	Common Stock	11,538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE C BOYD 102 WITMER ROAD HORSHAM, PA 19044	X		President and CEO	

Signatures

C. Boyd Clarke 03/07/2005

 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).

The award is a restricted stock unit representing a contractual right to the delivery of the above-specified number of shares of the Company's common stock on a future date. The right to the shares vests, based on the continued service of the grantee, on the first

(1) anniversary of the date of grant, subject to acceleration upon a change in control of the Company or involuntary termination not for cause. The actual delivery of the shares will occur upon the earliest of (i) cessation of service, (ii) 18 months following the date of grant, or (iii) a change in control of the Company.

The award is a restricted stock unit representing a contractual right to the delivery of the above-specified number of shares of the Company's common stock on a future date. The right to the shares vests, based on the continued service of the grantee, in quarterly

(2) installments over the year following the date of grant, subject to acceleration upon a change in control of the Company or involuntary termination not for cause. The actual delivery of the shares will occur upon the earliest of (i) cessation of service, (ii) 18 months following the date of grant, or (iii) a change in control of the Company.

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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