

Edgar Filing: WOODHILL JAMES R - Form 5

WOODHILL JAMES R
Form 5
May 15, 2002

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| FORM 5 |
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check box if
no longer subject to Section 16.
Form 4 or Form 5 obligations may
continue. See Instruction 1(b).
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Woodhill James R.

(Last) (First) (Middle)
14100 Southwest Frwy, Ste. 500

(Street)
Sugar Land, TX 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol NEON Systems, Inc. (NESY)

3. I.R.S. Identification Number of Reporting Person, if an entity
(Voluntary) -----

4. Statement for Month/Year 3/31/02

5. If Amendment, Date of Original (Month/Year) -----

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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Table I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action 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)
			Amount	(A) or (D)	Price

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. Con- ver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)
Common Stock	\$3.93	12/21/01	A

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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 Beneficially Owned at End of Year (Instr. 4)
Date Exercisable	Expiration Date Title Amount or Number of Shares		
(1)	12/21/11 Common Stock	7,500	7,500

Explanation of Responses:

(1) Option granted under the issuer's Stock Option Plan for Non-Employee Directors and will vest equally in 2,500 increments over three (3) years.

/s/ James R. Woodhill 05/14/2002

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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