

Neonode, Inc
Form 4
August 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Bystedt Per Ivar Gosta

(Last) (First) (Middle)
2700 AUGUSTINE DR., SUITE 100
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2013

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)
Executive Chairman

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 or Price		
Common Stock	08/12/2013		X ⁽¹⁾		\$ 320,000 1.375 759,392 ⁽⁴⁾	D	
Common Stock	08/12/2013		S ⁽¹⁾		\$ 58,714 7.494 700,678	D	
Common Stock	08/12/2013		X ⁽²⁾		\$ 67,773 1.375 768,451	D	
Common Stock	08/12/2013		S ⁽²⁾		\$ 12,435 7.494 756,016	D	

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(2)

Common Stock	08/12/2013	X ⁽³⁾	227,661 ⁽³⁾	A	\$ 1,375 ⁽³⁾	3,223,960	I	through Iwo Jima sarl, a company owned by Mr. Bystedt
Common Stock	08/12/2013	S ⁽³⁾	44,771 ⁽³⁾	D	\$ 7,494 ⁽³⁾	3,179,189	I	through Iwo Jima sarl, a company owned by Mr. Bystedt

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Warrant <u>(1)</u>	\$ 1.375	08/12/2013		X	320,000	04/15/2011 10/15/2013	Common Stock 320,000
Warrant <u>(2)</u>	\$ 1.375	08/12/2013		X	67,773	10/18/2010 10/18/2013	Common Stock 67,773
Warrant <u>(3)</u>	\$ 1.375	08/12/2013		X	227,661	10/18/2010 10/18/2013	Common Stock 227,661

