

WOODHILL JAMES R
Form 3
January 16, 2002

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| FORM 3 | U.S. SECURITIES AND EXCHANGE COMMISSION
+-----+ WASHINGTON, D.C. 20549

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Woodhill James R.

(Last) (First) (Middle)

11767 Katy Freeway, Suite 375

(Street)

Houston TX 77079

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 12-21-2001

3. IRS Identification Number of Reporting Person if an Entity
(Voluntary)

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director Officer 10% Owner Other
(give title below) (specify below)

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

7. 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 BENEFICIALLY OWNED

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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,400	D	
Common Stock	4,800	D	
Common Stock	11,685	I	By self as Trustee for dependent
Common Stock	15,000	I	Director of Family Foundation
Common Stock	40,000	D	

TABLE II--DERIVATIVE SECURITIES BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

Explanation of Responses:

/s/ James R. Woodhill	01/16/2002
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**Signature of Reporting Person	Date

* If the form is filed by more than one reported person, see Instruction 5(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).

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