

CRESSWELL MARK J
Form 4
February 01, 2006

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 *
CRESSWELL MARK J

2. Issuer Name and Ticker or Trading Symbol
NEON SYSTEMS INC [NEON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14100 SOUTHWEST FREEWAY,
SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2006

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

(Street)
SUGAR LAND, TX 77478

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

(City) (State) (Zip)

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)		
				(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)
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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)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V (A) (D)				
Employee Stock Option (Right to buy)	\$ 3.56	01/30/2006	D		112,356	<u>(1)</u>	10/15/2011	Common Stock	112,356
Employee Stock Option (Right to buy)	\$ 3.56	01/30/2006	D		87,644	<u>(1)</u>	10/15/2011	Common Stock	87,644
Employee Stock Option (Right to buy)	\$ 4.36	01/30/2006	D		45,870	<u>(1)</u>	10/20/2013	Common Stock	45,870
Employee Stock Option (Right to buy)	\$ 4.36	01/30/2006	D		124,130	<u>(1)</u>	10/20/2013	Common Stock	124,130
Employee Stock Option (Right to buy)	\$ 3.56	01/30/2006	D		25,000	<u>(1)</u>	05/10/2014	Common Stock	25,000
Employee Stock Option (Right to buy)	\$ 3.56	01/30/2006	D		75,000	<u>(1)</u>	05/10/2014	Common Stock	75,000
Employee Stock Option (Right to buy)	\$ 3.01	01/30/2006	D		22,501	<u>(1)</u>	05/26/2015	Common Stock	22,501
Employee Stock Option (Right to buy)	\$ 3.01	01/30/2006	D		37,499	<u>(1)</u>	05/26/2015	Common Stock	37,499

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRESSWELL MARK J 14100 SOUTHWEST FREEWAY, SUITE 500 SUGAR LAND, TX 77478	X		President and CEO	

Signatures

Mark J.
Cresswell

01/31/2006

__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).

This option was canceled for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$6.20 per share pursuant to the terms of that certain Agreement and Plan of Merger dated December 19, 2005 by and among NEON Systems, Inc. Progress Software Corporation and Noble Acquisition Corp.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.