

CARY DAVID F
Form 3
December 16, 2002

FORM 3

UNITED STATES 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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden
hours per response. . . . 0.5

1. Name and Address of Reporting Person*

Cary, David

(Last) (First) (Middle)

14100 Southwest Freeway, Suite 500

(Street)

Sugar Land, TX 77478

(City) (State) (Zip)

2. Date of Event

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Requiring Statement
Month/Day/Year

12/5/02

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

4. Issuer ~~name~~ or Trading Symbol

NEON Systems, Inc. (NEON)

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

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

Description

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

1. Title of Security

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(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)

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

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable(DE) and Expiration Date(ED)

(Month/Day/Year)

DE / ED

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3. Title and Amount of Underlying Securities (Instr. 4)

Title / Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr.5)

6. Nature of Indirect Beneficial Ownership (Instr.5)

Stock Options (Right to Buy) (1)

(1) / 12/5/12

Common ~~1,500~~

\$2.50

D

Explanation of Responses:

(1) Granted under the Issuer's 2002 Director Option Plan and vesting quarterly over three (3) years from the date of grant.

By: <u>/s/ David E. Cary</u>	<u>12/5/02</u>
** Signature of Reporting Person	Date

SEC 1473 (07/02)

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

* If the form is filed by more than one reporting 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.

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.

