Neonode, Inc Form 4 September 24, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dahlin Mats			Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			Neonode, Inc	[NEON]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earlies	st Transaction				
			(Month/Day/Yea	r)	_X_ Director	10% Owner		
2350 MISSION COLLEGE BLVD., SUITE 190			09/24/2014		Officer (give below)	title Other (specify below)		
3011L 170								
	(Street)		4. If Amendment	, Date Original	6. Individual or Jo	int/Group Filing(Check		
			Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SANTA CL	ARA, CA 9	5054				fore than One Reporting		
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Acq	uired, Disposed of	, or Beneficially Owned		
1.Title of	2. Transaction	n Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	09/24/2014		P	10,000	A	\$ 1.98	140,000	D		
Common Stock							939,194	I	By Davisa Ltd	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Neonode, Inc - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**Dahlin Mats** 

2350 MISSION COLLEGE BLVD., SUITE 190 X

SANTA CLARA, CA 95054

## **Signatures**

Lars Lindqvist, Attorney-in-fact

09/24/2014

\*\*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).

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.

Reporting Owners 2