

NEON SYSTEMS INC
 Form 3
 August 09, 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)
    
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1. Name and Address of Reporting Person(1)
 Helman Brian D.

 (Last) (First) (Middle)
 14100 Southwest Freeway, Suite 500

 (Street)
 Sugar Land Texas 77478

 (City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 7/2/2002

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

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 ___ Director _X_ 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)
 X 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)


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(1) If the form is filed by more than one Reporting Person, see Instruction 5(b)(v).

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

(Print or Type Responses)

(Over)

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                                                             | Amount or Number of Shares                             |
| Stock Options<br><br>(Right to Buy) (1)    | (1)                                                      | 7/2/2012<br><br>Common Stock                                                | 100,000<br><br>\$3.94                                  |

**Explanation of Responses:**

(1) Granted under the Issuer's 2002 Stock Option Plan and vesting in (1/4) of total shares on first anniversary date, and (1/16) of total shares vesting each quarter for (12) additional quarters.

/s/ Brian D. Helman

08/08/2002

\*\*Signature of Reporting Person

Date

(1) 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.