NEOSE TECHNOLOGIES INC

Form 4 March 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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

obligations

may continue.

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 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * VERGIS GEORGE J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

NEOSE TECHNOLOGIES INC [NTEC]

(Check all applicable)

10% Owner

3. Date of Earliest Transaction

Director X_ Officer (give title Other (specify

(Month/Day/Year) 03/03/2005

below) Exec. VP, Comm. & Clin. Dev.

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

HORSHAM, PA 19044

102 WITMER ROAD

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Month/Day/Year)

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.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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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)						(In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (1)	03/03/2005		A		11,594		<u>(1)</u>	<u>(1)</u>	Common Stock	11,594	9
Restricted Stock Unit	\$ 0 (2)	03/03/2005		A		9,018		(2)	(2)	Common Stock	9,018	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VERGIS GEORGE J 102 WITMER ROAD HORSHAM, PA 19044

Exec. VP, Comm. & Clin. Dev.

Signatures

George J. Vergis 03/07/2005

**Signature of Date
Reporting Person

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).

The award is a restricted stock unit representing a contractual right to the delivery of the above-specified number of shares of the Company's common stock on a future date. The right to the shares vests, based on the continued service of the grantee, on the first

- (1) anniversary of the date of grant, subject to acceleration upon a change in control of the Company or involuntary termination not for cause. The actual delivery of the shares will occur upon the earliest of (i) cessation of service, (ii) 18 months following the date of grant, or (iii) a change in control of the Company.
 - The award is a restricted stock unit representing a contractual right to the delivery of the above-specified number of shares of the Company's common stock on a future date. The right to the shares vests, based on the continued service of the grantee, in quarterly
- (2) installments over the year following the date of grant, subject to acceleration upon a change in control of the Company or involuntary termination not for cause. The actual delivery of the shares will occur upon the earliest of (i) cessation of service, (ii) 18 months following the date of grant, or (iii) a change in control of the Company.

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.

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