#### NEOSE TECHNOLOGIES INC

Form 4

September 11, 2006

Check this box

if no longer

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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response...

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

Stock

(Print or Type Responses)

may continue.

See Instruction

1. Name and A DAVIS A B	2. Issuer Name <b>and</b> Ticker or Trading Symbol NEOSE TECHNOLOGIES INC [NTEC]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)						
(Last) 102 WITME	Last) (First) (Middle) 3. Date of (Month/DWITMER ROAD 09/07/20				•				Director 10% Owner X_ Officer (give title Other (specify below)				
HORSHAM		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial									ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Transaction Date 2A. Deeme Month/Day/Year) Execution I any (Month/Day			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Oay/Year) (Instr. 8)  (A) or					Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	09/07/2006			Code A	V	Amount 14,443	(D)	Price \$ 0	21,105	D			
Common	09/07/2006			F		3,610	D	\$ 2.78	17,495	D			

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

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2.78

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	09/07/2006		C	14,443	(2)	(2)	Common Stock	14,443	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVIS A BRIAN

102 WITMER ROAD Sr. Vice President and CFO

HORSHAM, PA 19044

## **Signatures**

By: Scott R. Jones for A. Brian
Davis

09/11/2006

\*\*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).
- (1) Each restricted stock unit represents a contractual right to the delivery of one share of the Company's common stock.
- (2) Contractually required delivery of the shares underlying the restricted stock units.

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