

Bystedt Per Ivar Gosta
 Form 4
 April 12, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bystedt Per Ivar Gosta

2. Issuer Name and Ticker or Trading Symbol
 Neonode, Inc [NEON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 651 BYRDEE WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2011

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

LAFAYETTE, CA 94549

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Neonode common stock | 03/31/2011 | 03/31/2001 | C | | 2,293 | A | \$ 0.5 | 870,066 | D | |
| Neonode common stock | 03/31/2011 | 03/31/2011 | C | | 7,880 | A | \$ 0.5 | 3,340,975 | I | Owned by Iwo Jima Sarl, a company owned by Mr. Bystedt |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | Am or Nur of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| Neonode Convertible Debt | \$ 2.5 | 03/31/2011 | 03/31/2011 | A | 75,000 | 03/31/2011 04/01/2014 | Convertible Debt | 30 |
| Neonode stock purchase warrant | \$ 3.13 | 03/31/2011 | 03/31/2011 | A | 0 | 03/31/2011 04/09/2016 | Stock purchase warrant | 7, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bystedt Per Ivar Gosta 651 BYRDEE WAY LAFAYETTE, CA 94549 | X | | | |

Signatures

David W
Brunton 04/12/2011

__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.

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