

NEON Communications Group, Inc.  
 Form 4  
 November 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 VanWagenen Kurt

2. Issuer Name and Ticker or Trading Symbol  
 NEON Communications Group, Inc.  
 [NGI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/13/2007

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 President, CEO

C/O NEON COMMUNICATIONS GROUP, INC., 2200 WEST PARK DRIVE

(Street)

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

WESTBOROUGH,, MA 01581

(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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

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

Edgar Filing: NEON Communications Group, Inc. - Form 4

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 4.17	11/13/2007		D <sup>(1)</sup>		125,000		<u>(1)</u>	01/10/2017	Common Stock	125,000
Employee Stock Option	\$ 4.16	11/13/2007		D <sup>(1)</sup>		254,960		<u>(1)</u>	03/17/2013	Common Stock	254,960
Employee Stock Option	\$ 4.75	11/13/2007		D <sup>(1)</sup>		95,610		<u>(1)</u>	01/30/2014	Common Stock	95,610
Employee Stock Option	\$ 2.75	11/13/2007		D <sup>(1)</sup>		149,624		<u>(1)</u>	09/13/2015	Common Stock	149,624

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VanWagenen Kurt C/O NEON COMMUNICATIONS GROUP, INC. 2200 WEST PARK DRIVE WESTBOROUGH,, MA 01581			President, CEO	

## Signatures

/s/ Kurt Van Wagenen 11/15/2007

\_\_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) On November 13, 2007, Raven Acquisition Corporation, a wholly-owned subsidiary of RCN Corporation, was merged (the "Merger") with and into NEON Communications Group, Inc. (the "Company"). Pursuant to the Merger, all of the outstanding shares of common and preferred stock of the Company were cancelled and converted into the right to receive \$5.15 per share in cash, without interest (the "Merger Consideration"). In addition, each stock option was cancelled and the holder of such option became entitled to receive the excess, if any, of the per share Merger Consideration over the exercise price of the option (regardless of whether such option is vested and exercisable).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: NEON Communications Group, Inc. - Form 4

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.