

NEOSE TECHNOLOGIES INC  
 Form 3  
 February 06, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â DeFrees Shawn A		(Month/Day/Year)	NEOSE TECHNOLOGIES INC [NTEC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/04/2008		
102 ROCK ROAD			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
HORSHAM,Â PAÂ 19044			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			Senior Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

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)
Common Stock	18,328	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â <u>(1)</u>	08/10/2009	Common Stock	11,250	\$ 9.5	D	Â
Incentive Stock Option (right to buy)	Â <u>(2)</u>	12/07/2009	Common Stock	10,000	\$ 14	D	Â
Incentive Stock Option (right to buy)	Â <u>(3)</u>	12/21/2010	Common Stock	5,563	\$ 28.75	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	12/21/2010	Common Stock	4,437	\$ 28.75	D	Â
Incentive Stock Option (right to buy)	Â <u>(5)</u>	12/13/2011	Common Stock	3,969	\$ 29	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(6)</u>	12/13/2011	Common Stock	8,031	\$ 29	D	Â
Incentive Stock Option (right to buy)	Â <u>(7)</u>	12/12/2012	Common Stock	3,728	\$ 10.62	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(8)</u>	12/12/2012	Common Stock	6,272	\$ 10.62	D	Â
Incentive Stock Option (right to buy)	Â <u>(9)</u>	02/12/2013	Common Stock	5,000	\$ 7.45	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(10)</u>	02/12/2013	Common Stock	5,000	\$ 7.45	D	Â
Incentive Stock Option (right to buy)	Â <u>(11)</u>	06/11/2013	Common Stock	5,000	\$ 11.53	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(12)</u>	06/11/2013	Common Stock	5,000	\$ 11.53	D	Â
Incentive Stock Option (right to buy)	Â <u>(13)</u>	02/03/2014	Common Stock	11,725	\$ 11.68	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(14)</u>	02/03/2014	Common Stock	8,275	\$ 11.68	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(15)</u>	02/24/2015	Common Stock	20,000	\$ 4.22	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(16)</u>	01/30/2016	Common Stock	20,000	\$ 2.29	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(17)</u>	01/31/2017	Common Stock	20,000	\$ 2.19	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(18)</u>	03/27/2017	Common Stock	20,000	\$ 2.51	D	Â



^

**Remarks:**

EXHIBIT^ LIST

Exhibit^ 24^ -^ Power^ of^ Attorney^ dated^ February^ 6,^ 2008

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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