

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 and 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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeFrees Shawn A 102 ROCK ROAD HORSHAM, PA 19044	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ Dori L. Mansur Ratka, as attorney-in-fact for Shawn A. DeFrees 02/06/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The options became vested in three equal installments of 3,750 on July 1, 2001, 2002 and 2003.
- (2) The options became vested in four equal installments of 2,500 on December 7, 2000, 2001, 2002 and 2003.
- (3) The options became vested in three equal, initial installments of 1,021 on December 21, 2001, 2002 and 2003, and a final installment of 2,500 on December 21, 2004.
- (4) The options became vested in three equal installments of 1,479 on December 21, 2001, 2002 and 2003.
- (5) The options became vested in one installment of 969 on December 13, 2004 and a second installment of 3,000 on December 13, 2005.
- (6) The options became vested in two equal, initial installments of 3,000 on December 13, 2002 and 2003, and a final installment of 2,031 on December 13, 2004.
- (7) The options became vested in two equal, initial installments of 2 on December 12, 2003 and 2004, a third installment of 1,224 on December 12, 2005, and final installment of 2,500 on December 12, 2006.
- (8) The options became vested in two equal, initial installments of 2,498 on December 12, 2003 and 2004, and a final installment of 1,276 on December 12, 2005.
- (9) The options became vested in two equal installments of 2,500 on December 12, 2006 and 2007.
- (10) The option became vested in two equal installments of 2,500 on December 12, 2004 and 2005.
- (11) The options became vested in two equal installments of 2,500 on June 11, 2006 and 2007.
- (12) The options became vested in two equal installments of 2,500 on June 11, 2004 and 2005.
- (13) The options became vested in an initial installment of 2,226 on February 3, 2006, a second installment of 4,499 on February 3, 2007, and a final installment of 5,000 on February 3, 2008.
- (14) The options became vested in one installment of 5,000 on February 3, 2005, a second installment of 2,774 on February 3, 2006, and a third installment of 501 on February 3, 2007.
- (15) Only 10,000 options are currently exercisable, which vested in two equal installments of 5,000 on February 24, 2006 and 2007. The remaining 10,000 options vest in two equal installments of 5,000 on February 24, 2008 and 2009.
- (16) Only 10,000 of the options are currently exercised, which vested in two equal installments of 5,000 on January 30, 2007 and 2008. The remaining 10,000 options vest in two equal installments of 5,000 on January 30, 2009 and 2010.
- (17) Only 5,000 options are currently exercisable, which vested on January 31, 2008. The remaining 15,000 options vest in three equal installments of 5,000 on January 31, 2009, 2010 and 2011.
- (18) Only 10,000 options are currently exercisable, which vested on September 27, 2007. The remaining 10,000 options vest on March 27, 2008.

^

**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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