

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
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ISSUER

NOCOPI TECHNOLOGIES INC/MD/

CIK: **888981** | IRS No.: **870406496** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **3944** Games, toys & children's vehicles (no dolls & bicycles)

Mailing Address
9C PORTLAND ROAD
WEST CONSHOHOCKEN PA
19428-2716

Business Address
9C PORTLAND ROAD
WEST CONSHOHOCKEN PA
19428-2716
6108349600

REPORTING OWNER

FEINSTEIN MICHAEL

CIK: **939005**
Type: **4** | Act: **34** | File No.: **000-20333** | Film No.: **09545665**

Business Address
801 SPRUCE STREET 3D
FLOOR
PHILADELPHIA PA 19107
2156275272

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

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. Name and Address of Reporting Person FEINSTEIN MICHAEL			2. Issuer Name and Ticker or Trading Symbol NOCOPI TECHNOLOGIES INC/MD/ [NNUP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O NOCOPI TECHNOLOGIES INC., 9C PORTLAND ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) WEST CONSHOCKEN, PA 19428								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, \$.01 par value	01/22/2009		P		10,000	A	\$0.07	2,161,281	D	
Common stock, \$.01 par value								656,000	I	Pension plan
Common stock, \$.01 par value								100,000	I	IRA

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$0.17							04/30/2004	04/29/2009	Common Stock	50,000	50,000	D	

(Right to Buy)														
Stock Option (Right to Buy)	\$0.17						01/01/2005	04/29/2009	Common Stock	100,000		100,000	D	
Stock Option (Right to Buy)	\$0.1						01/01/2006	04/29/2010	Common Stock	100,000		100,000	D	
Stock Option (Right to Buy)	\$0.215						01/01/2007	04/29/2011	Common Stock	100,000		100,000	D	
Stock Option (Right to Buy)	\$0.45						01/01/2009	04/29/2013	Common Stock	100,000		100,000	D	

Signatures

Michael A. Feinstein, M.D.

** Signature of Reporting Person

01/26/2009

Date

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

* 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.

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 Number.