

LEUNG CHI WAH
Form 4
August 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
LEUNG CHI WAH

2. Issuer Name and Ticker or Trading Symbol
NETWORK CN INC [NWCN.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**FLAT 2B, OLYMPAIN
MANSION, 9 CONDUIT ROAD**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2009

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

MID-LEVEL, K3 00000

(City) (State) (Zip)

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

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 \$0.001 par value	07/15/2009		A		30,000,000 (1)	A	\$ 0
					341,851,463 (1)	I (1)	
Common Stock \$0.001 par value	08/07/2009		G		189,678,980 (2)	D	\$ 0
					152,172,483 (2)	I (2)	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.016	07/01/2009 ⁽³⁾		J ⁽³⁾	0 ⁽³⁾	04/02/2009	10/01/2009	Common Stock	122,814,185

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEUNG CHI WAH FLAT 2B, OLYMPAIN MANSION 9 CONDUIT ROAD MID-LEVEL, K3 00000	X	X	Chief Executive Officer	

Signatures

/s/ Chi Wah
Leung

08/11/2009

**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 July 15, 2009, the reporting person received an aggregate award of 30,000,000 shares of the Issuer's common stock as a consideration for service rendered as Chief Executive Officer during his first two years commencing on July 15, 2009. Of the 341,851,463 remaining shares held by the reporting person, 310,388,463 are held by Keywin Holdings Ltd., a company owned and controlled by the reporting person's spouse, and 31,463,000 shares are held directly by the reporting person.

(2) On August 7, 2009, Keywin Holdings Ltd. transferred an aggregate of 189,678,980 shares to certain transferees. Of the 152,172,483 remaining shares held by the reporting person, 120,709,483 are held by Keywin Holdings Ltd. and 31,463,000 shares are held directly by the reporting person.

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(3) On July 1, 2009, the Issuer extended the expiration date of the Stock Option from July 1, 2009 to October 1, 2009.

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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