

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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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 \*  
LEUNG CHI WAH

(Last) (First) (Middle)

FLAT 2B, OLYMPAIN  
MANSION, 9 CONDUIT ROAD

(Street)

MID-LEVEL, K3 00000

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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)

See Footnote (1)

See Footnote (2)

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 <sup>(3)</sup>		J <sup>(3)</sup>	0 <sup>(3)</sup>	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  
Date

\*\*Signature of Reporting Person

## 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.

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.