

NETWORK 1 TECHNOLOGIES INC
 Form 4
 October 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Heinemann Steven D.

2. Issuer Name and Ticker or Trading Symbol
 NETWORK 1 TECHNOLOGIES INC [NSSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/17/2013

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

C/O GOOSE HILL CAPITAL, LLC, 546 5TH AVENUE, 14TH FLOOR

(Street)

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

NEW YORK, NY 10036

(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 | 10/17/2013 | | P | | 29,700 | A | \$ 1.7059 |
| Common Stock | 10/18/2013 | | P | | 47,700 | A | \$ 1.7237 |
| Common Stock | 10/18/2013 | | P | | 120,000 | A | \$ 1.7054 |
| | | | | | 503,633 | D | |
| | | | | | 551,333 | D | |
| | | | | | 2,266,252 | I | |

By Goose Hill Capital, LLC

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

