

MOK DALEY  
Form 4  
March 17, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**MOK DALEY**  
  
(Last) (First) (Middle)  
  
**21/F CHINACHEM CENTURY TOWER,, 178 GLOUCESTER RD.**  
  
(Street)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/23/2007**

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 Financial Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**HONG KONG**  
  
(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 Ownership (Instr. 4)
Common Stock, par value \$0.001 per share					50,000	D	
Common Stock, par value \$0.001 per share	07/23/2007		A <sup>(1)</sup>	1,500,000 A	\$ 0 1,550,000 <sup>(2)</sup>	D	
Common Stock, par value \$0.001 per share	09/05/2007		A <sup>(3)</sup>	25,000 A	\$ 0 1,575,000	D	

value  
\$0.001 per  
share

Common  
Stock, par  
value \$0.001 per  
share

09/12/2007 G<sup>(4)</sup> 25,000 D \$ 0 1,550,000 D

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

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SEC 1474  
(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOK DALEY 21/F CHINACHEM CENTURY TOWER, 178 GLOUCESTER RD. HONG KONG	X		Chief Financial Officer	

## Signatures

/s/ Daley Mok 03/17/2009

\*\*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 23, 2007, the Reporting Person received an aggregate award of 1,500,000 shares of the Issuer's common stock, as consideration for services rendered as of July 1, 2007, as the Issuer's Chief Financial Officer, pursuant to an executive employment agreement, dated July 23, 2007, between the Issuer and the Reporting Person.

(2) So long as the Reporting Person remains employed by the Issuer, the shares awarded will vest annually over a five-year period, with: 100,000 shares vesting on December 31, 2007; 200,000 vesting on December 31, 2008; 300,000 vesting on December 31, 2009; 400,000 vesting on December 31, 2010 and 500,000 vesting on December 31, 2011. The first 100,000 shares vested on December 31, 2007, but on September 29, 2008, in response to the current global economic crisis, the Issuer's board of directors resolved to withhold until further notice, the issuance of all shares scheduled to be vested in 2008, including the 200,000 shares to which the Reporting Person was entitled as of December 31, 2008.

(3) Represents shares of the Issuer's common stock awarded to Mr. Mok on September 5, 2007, pursuant to his former employment agreement.

(4) Represents shares of the Issuer's common stock disposed of by the Reporting Person on September 12, 2007.

### Remarks:

This report corrects a filing made on September 12, 2007, which erroneously reported the Reporting Person as holding only 50,000 shares of the Issuer's common stock, and a filing made on February 4, 2008, which erroneously reported the Reporting Person as holding only 150,000 shares of the Issuer's common stock.

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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