

NETWORK 1 SECURITY SOLUTIONS INC  
 Form 4  
 March 13, 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 \*  
**HOROWITZ COREY M**

2. Issuer Name and Ticker or Trading Symbol  
**NETWORK 1 SECURITY SOLUTIONS INC [NSSI-OTC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O CMH CAPITAL MANAGEMENT CORP., 445 PARK AVENUE, SUITE 1028**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/11/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and Chairman**

**NEW YORK, NY 10022**  
 (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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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)**

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| 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 Number of Shares |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 375,000  |     | 03/11/2009  | 02/28/2012      | Common Stock | 375,000                 |
| Warrant to purchase common stock           | \$ 0.68  | 03/11/2009                           |  | J                              |   | 250,000  |     | 03/11/2009  | 10/08/2010      | Common Stock | 250,000                 |
| Warrant to purchase common stock           | \$ 0.68  | 03/11/2009                           |  | J                              |   | 300,000  |     | 03/11/2009  | 07/11/2011      | Common Stock | 300,000                 |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 750,000  |     | 03/11/2009  | 04/18/2010      | Common Stock | 750,000                 |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 20,000   |     | 03/11/2009  | 10/20/2011      | Common Stock | 20,000                  |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 10,000   |     | 03/11/2009  | 06/22/2009      | Common Stock | 10,000                  |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 7,500  |     | 03/11/2009  | 10/25/2009      | Common Stock | 7,500                   |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 5,000  |     | 03/11/2009  | 09/19/2010      | Common Stock | 5,000                   |
| Option to purchase common stock            | \$ 0.68  | 03/11/2009                           |  | J                              |   | 10,625   |     | 03/11/2009  | 01/19/2011      | Common Stock | 10,625                  |

|                                 |         |            |   |           |            |            |              |           |
|---------------------------------|---------|------------|---|-----------|------------|------------|--------------|-----------|
| Option to purchase common stock | \$ 0.68 | 03/11/2009 | J | 1,195,361 | 03/11/2009 | 03/16/2012 | Common Stock | 1,195,361 |
| Option to purchase common stock | \$ 0.68 | 03/11/2009 | J | 732,709   | 03/11/2009 | 04/16/2012 | Common Stock | 732,709   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| HOROWITZ COREY M<br>C/O CMH CAPITAL MANAGEMENT CORP.<br>445 PARK AVENUE, SUITE 1028<br>NEW YORK, NY 10022 | X             | X         | CEO and Chairman |       |
| CMH CAPITAL MANAGEMENT CORP<br>445 PARK AVENUE<br>SUITE 1028<br>NEW YORK, NY 10021                        |               | X         |                  |       |

## Signatures

By: /s/ Corey M.  
Horowitz

03/12/2009

\_\_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) The exercise price of the previously issued derivative security (option or warrant) was reduced to \$0.68 per share by the Board of Directors on March 11, 2009.
- (2) The options or warrants are owned by CMH Capital Management Corp., an entity in which the reporting person is the sole officer, director and stockholder.

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.