### FORM 5

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

OMB APPROVAL							
OMB Number: 3235	-0362						
Estimated average burden							
hours per response	1.0						

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

# Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person - KAHN DAVID C			2. Issuer Name and Ticker or Trading Symbol NETWORK 1 SECURITY SOLUTIONS INC [NSSI.OB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended			Chief Financial Officer					
380 HEMPSTEAD	AVE		(Month/Day/Year) 09/13/2007								
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting (check applicable line)			
WEST HEMPSTEA	D, NY 11552							_X_Form Filed by One Reporting Person Form Filed by More than One Reporting Per	son		
(City)	(State)	(Zip)	Ta	ble I - Non-Der	ivative So	ecurities	Acqu	ired, Disposed of, or Beneficially O	wned		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	4. Securi (A) or D (Instr. 3,	isposed (4 and 5)  (A) or	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership	

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 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)

Title of     Derivative	2. Conversion		3A. Deemed Execution Date, if	4. Transaction	-		6. Date Exerci Expiration Da		7. Title and Amount of		8. Price of Derivative		10. Ownership	11. Nature of Indirect
Security		(Month/Day/Year)	,	Code (Instr. 8)	Der Seco Acq (A) Disp (D)	posed of tr. 3, 4,		Underlying		Security (Instr. 5)	Derivative Securities Beneficially Owned at End of Issuer's	Form of Derivative	Beneficial Ownership (Instr. 4)	
					(A)			Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	7	09/13/2007		G		50,000	01/21/2004	01/12/2014	Common Stock	50,000	<u>(1)</u>	0	D	

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KAHN DAVID C 380 HEMPSTEAD AVE WEST HEMPSTEAD, NY 11552			Chief Financial Officer				

#### **Signatures**

By: /s/ David C. Kahn	01/16/2008
**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 September 13, 2007, Mr. Kahn transferred by gift options to purchase an aggregate of 50,000 shares to his two children (25,000 shares each)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.