FORM 4

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

OMB APPRO	OVAL
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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 or Section 30(h) of the Investment Company Act of 1940

	f Reporting Pe	rson *						ding Sy	mbol		5. Relation	nship of Rep	orting Perso	on(s) to Issue	er
1. Name and Address of Reporting Person * Hoffman Allison C				2. Issuer Name and Ticker or Trading Symbol NETWORK 1 TECHNOLOGIES INC [NTIP- NYSE]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director Officer (give title below) Other (specify below)					
81ST STI	(First) REET, APT.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2019												
(Street) 4. If A				. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person					
)	(State)	(Zip)		Tab	ole I - N	Non-	Deriva	ative Se	ecurities .	Acqu	ired, Dispe	osed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea		Date	any		f Code (Instr. 8)			4. Securities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5)					Following	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Co	de	V	Amoun	(A) or (D)	Price				(I) (Instr. 4)	
Stock, \$.0	l par value	01/15/2019			A	1		,	A	\$ 0	58,500			D	
Report on a	separate line fo	or each class of secu	rities benef	cially o	owned	F	Perso contai	ined ir	this for	rm ar	e not req	uired to re	spond unl	ess	EC 1474 (9- 02)
					-						•	l			
	Date	Execution Da Year) any	Code	action . 8)	of Deriva Securit Acquir (A) or Dispos of (D) (Instr.	tive ties red	and E	xpiratio	n Date	Am Uno Sec	ount of derlying urities ttr. 3 and		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivati Security Direct (I or Indirect)	Ownership (Instr. 4)
							Date Exerc	isable	Expiration Date	n Titl	or				
	Stock, \$.0 Report on a s Conversion or Exercise Price of Derivative	(Street) ORK, NY 10024 (State) Security Stock, \$.01 par value Report on a separate line for the content of	Stock, \$.01 par value 01/15/2019 Report on a separate line for each class of security 2. Transaction Date (Month/Day/Year) 01/15/2019 Table II - D (e	Stock, \$.01 par value 01/15/2019 2A. Deemed Execution any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution any (Month/Da	Stock, \$.01 par value 2. Transaction Date (Month/Day/Year) Stock, \$.01 par value 2. Table II - Derivative Securities beneficially of Execution Date (e.g., puts, calls, was conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year)	Stock, \$.01 par value 2. Transaction Date (Month/Day/Year) Coversion of Exercise Price of Derivative Security 2. Trable II - Derivative Securities beneficially owned of Execution Date (Month/Day/Year) 2. Table II - Derivative Securities beneficially owned of Execution Date (Lag., puts, calls, warrants of Date (Month/Day/Year) 2. Table II - Derivative Securities Acq (e.g., puts, calls, warrants of Date (Month/Day/Year) 2. (A) Or Derivative Security 2. (A) Or Dispose of (D) (Instr. 8)	Stock, \$.01 par value 01/15/2019 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Securities Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Instr. 8) 3. Transaction Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Instr. 8) 3. Transaction Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Instr. 8) 3. Transaction Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Instr. 8) 3. Transaction Date (Instr. 8) 3. Transac	(Street) (Street) (State) (A) (State) (State) (State) (State) (A) (Code (Instr. 8) (Code (In	Stock, \$.01 par value 2. Transaction Date (Month/Day/Year) Stock, \$.01 par value 2. Table II - Derivative Securities Acquired, Disposed of CD Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock, \$.01 par value O1/15/2019 A	A Stock, \$.01 par value 01/15/2019 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock, \$.01 par value 01/15/2019 Table I - Non-Derivative Securities Accurrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Stock, \$.01 par value 01/15/2019	Stock, \$.01 par value Stock, \$.01 par value Ol/15/2019 Table II - Derivative Securities Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Oliphone (e.g., puts, calls, warrants, options, convertible securities) Acquired (A) or Disposed of, or Beneficially Owned Code (Instr. 8) Persons who respond to the college (or Derivative Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed of, or Beneficially Owned (Instr. 8) Acquired (A) or Disposed (Instr. 8) Acquired (A) or Disposed (Instr. 8) Acquired (A) or Disposed (Instr. 8) Amount or Date (Instr. 8) Amount or Date (Instr. 8) Amount or Date (Instr. 8) Annount or Date (Instr. 8) Ann	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Including the More than Date (Instr. 8) (Month/Day/Year) ((Street) (Street) (Street) (Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (Street) (A. Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) (A.) or Disposed of (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 5) (Instr. 5) (Instr. 5) (Instr. 5) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 7) (Instr. 7) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 9) (Instr. 1) (Instr. 1) (Instr. 1) (Instr. 1) (Instr. 3) (Instr. 4)	**SIST STREET, APT. IE** 01/15/2019 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applica X, Form filed by More than One Reporting Person — Form filed by More than One Reported Praisaction (s) (Instr. 4) 15,000

Reporting Owners

Portation Community (Addition	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Hoffman Allison C 15 WEST 81ST STREET, APT. 1E NEW YORK, NY 10024	X					

Signatures

/s/ Allison Hoffman	01/16/2019
**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).
- Represents common stock underlying 15,000 restricted stock units, each representing a contingent right to receive one share of common stock. The 15,000 restricted stock (1) units vest over a one year period in four equal quarterly installments of 3,750 shares of common stock on March 15, 2019, June 15, 2019, September 15, 2019 and December 15, 2019, subject to Ms. Hoffman continuing to serve on the Board. The shares are deliverable to the reporting person upon each vesting date.

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 nu	mber.