4 or Form 5 obligations may

continue. See Instruction

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

V	OMB APPROV	/AL
	OMB	3235-
	Number:	0362
	Estimated average	
	burden hours per	r
	response	1.0

1(b). Form 3 Holdings Reported Form 4 Transactions Reported

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 GHAURI SALIM	2. Issuer Name <b>and</b> Ticker or Trading Symbol NETSOL TECHNOLOGIES INC [NTWK]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  X Director 10% Owner					
(Last) (CONETSOL TEINC., 23901 CALSUITE 2072	·		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2005				d i	_X_ Officer (give title Other (specify below) below)  President			
CALABASAS, C.		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting (check applicable line)  _X_ Form Filed by One Reporting PersonForm Filed by More than One Reporting Person				
(City)		Table I - Non-Derivative Securities Acqui				Acqui	ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	. 3) Date Execution Date, if Trans		Transaction Code	Disposed of (D) (Instr. 3, 4 and 5) (A) or		D)	at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  $(\textit{e.g.}, \, \text{puts}, \, \text{calls}, \, \text{warrants}, \, \text{options}, \, \text{convertible securities})$ 

1. Title of	2.	<ol><li>Transaction</li></ol>	3A. Deemed	4.	5. Number	r of	<ol><li>Date Exercisal</li></ol>	ole and	7. Title and	Amount	8. Price of	9. Number	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Derivative	;	Expiration Date		of Underlyi	ng	Derivative	of	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Securities	es (Month/Day/Year)		Securities Secur		Security	Derivative	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired	(A)	)		(Instr. 3 and 4)		(Instr. 5)	Securities	Derivative	Ownership
	Derivative				or Dispos	ed						Beneficially	Security:	(Instr. 4)
	Security				of (D)							Owned at	Direct (D)	
					(Instr. 3, 4	ŀ,						End of	or Indirect	
					and 5)								(I)	
										Amount		Fiscal Year	(Instr. 4)	
							Date	Expiration	m: d	or		(Instr. 4)		
							Exercisable	Date	Title	Number				
					(A)	(D)				of Shares				
Options	\$ 1.94	04/01/2005	04/01/2005	A4	500,000		07/01/2005 <sup>(1)</sup>	03/31/2015	Common	500,000 (1)	\$ 1.94	800,000	D	
Options	\$ 2.91	04/01/2005	04/01/2005	A4	500,000		07/01/2005 <sup>(1)</sup>	03/31/2015	Common	500,000 (1)	\$ 2.91	1,300,000	D	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GHAURI SALIM U C/O NETSOL TECHNOLOGIES, INC. 23901 CALABASAS ROAD, SUITE 2072 CALABASAS, CA 91302	X		President				

# **Signatures**

/s/ GHAURI SALIM	07/21/2005
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) 25% of options are exercisable each quarter beginning July 1, 2005.

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.