

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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person * GHAURI NAJEEB	2. Issuer Name and Ticker or Trading Symbol NETSOL TECHNOLOGIES INC [NTWKC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) self
(Last) (First) (Middle) 23901 CALABASAS RD, SUITE # 2072	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2004	
(Street) CALABASAS, CA 91377	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
NetSol Technologies, Inc. NTWK	11/18/2003		M	67,233	A	\$ 1.25	567,250	D	
NetSol Technologies, Inc., NTWK	01/26/2004		M	10,000	A	\$ 2.5	567,250	D	
NetSol Technologies, Inc., NTWK	03/08/2004		M	10,000	A	\$ 2.5	567,250	D	
NetSol Technologies, Inc. NTWK	05/27/2004		P	10,000	A	\$ 2.1	567,250	D	

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

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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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NetSol	\$ 1.25	02/16/2002	11/15/2002	M	67,223		02/16/2007	02/16/2007	Options	67,223	\$ 1.25	567,650	D	
NetSol	\$ 2.5	02/16/2002	01/26/2004	M	10,000		02/16/2003	02/16/2007	Options	10,000	\$ 2.5	567,650	D	
NetSol	\$ 2.5	02/16/2002	03/08/2004	M	10,000		02/16/2003	02/16/2007	Options	10,000	\$ 2.5	567,650	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GHAURI NAJEEB 23901 CALABASAS RD, SUITE # 2072 CALABASAS, CA 91377	X		self	

Signatures

najeeb u, ghauri

Signature of Reporting Person

07/27/2004

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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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