

PLAYERS NETWORK
Form 5
February 17, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Berk Michael

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
PLAYERS NETWORK [PNTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

138 C SAN VICENTE BLVD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Corporate Secretary

SAN VICENTE, CA 90402

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 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			
Common Stock	Â	Â	Â	Â	Â	Â	2,839,105 ⁽¹⁾	D	Â
Series A Preferred	10/03/2007	Â	A	400,000	A	\$ 0	400,000	D	Â
Series A Preferred	12/10/2008	Â	A	600,000	A	\$ 0	600,000	D	Â

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)

Edgar Filing: PLAYERS NETWORK - Form 5

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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options	\$ 0.25	02/25/2006	Â	A	250,000	Â	Â (2)	02/25/2009	Common	250,000
Options	\$ 0.2	02/15/2008	Â	A	250,000	Â	Â (2)	02/15/2011	Common	250,000
Options	\$ 0.2	02/15/2008	Â	A	25,000	Â	Â (2)	02/15/2011	Common	25,000
Options	\$ 0.2	01/09/2009	Â	A	50,000	Â	Â (2)	01/09/2013	Common	50,000
Options	\$ 0.2	01/09/2009	Â	A	250,000	Â	Â (2)	01/09/2013	Common	250,000
Options	\$ 0.2	01/09/2009	Â	A	400,000	Â	Â (2)	01/09/2012	Common	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berk Michael 138 C SAN VICENTE BLVD SAN VICENTE, CA 90402	Â X	Â	Â Corporate Secretary	Â

Signatures

/s/ Michael Berk 02/13/2009
 **Signature of Date
 Reporting Person

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) This amount is as of 2/13/2009
- (2) Each option is fully vested and shall be exercised into one fully paid and nonassessable share of Common Stock upon payment of the exercise price set forth in Table II.

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.