

PLAYERS NETWORK

Form 5

February 17, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Bradley Mark

(Last) (First) (Middle)

5423 SUNNY BEACH LANE

(Street)

LAS VEGAS, NV 89118

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

PLAYERS NETWORK [PNTV]

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

12/31/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 | 4,294,037 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,771,215 ⁽²⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 25,000 | I | See Footnote ⁽³⁾ |
| Series A Preferred | 10/03/2007 | Â | A | 400,000 | A | \$ 0 | 400,000 | D | Â |

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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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Options | \$ 0.25 | 02/25/2006 | Â | A | 250,000 | Â Â (4) 02/25/2009 | Common 250,0 |
| Options | \$ 0.2 | 02/15/2008 | Â | A | 250,000 | Â Â (4) 02/15/2011 | Common 250,0 |
| Options | \$ 0.2 | 02/15/2008 | Â | A | 25,000 | Â Â (4) 02/15/2011 | Common 25,00 |
| Options | \$ 0.2 | 01/09/2009 | Â | A | 50,000 | Â Â (4) 01/09/2013 | Common 50,00 |
| Options | \$ 0.2 | 01/09/2009 | Â | A | 250,000 | Â Â (4) 01/09/2013 | Common 250,0 |
| Options | \$ 0.2 | 01/09/2009 | Â | A | 300,000 | Â Â (4) 01/09/2012 | Common 300,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bradley Mark 5423 SUNNY BEACH LANE LAS VEGAS, NV 89118 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ Mark Bradley 02/13/2009
 __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) This amount is as of 2/13/2009
- (2) These shares are held under the name Mark Bradley Feldgreber
- (3) These shares are held under the name Rayna Lilly Feldgreber daughter of Mark Bradley Feldgreber living in same household.

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- (4) 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.