NETWORK INSTALLATION CORP

Form 4 April 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner _X_ Other (specify

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Dutchess Private Equities Fund, LP**

(First)

2. Issuer Name and Ticker or Trading Symbol

NETWORK INSTALLATION

CORP [NWKI]

3. Date of Earliest Transaction

(Month/Day/Year)

50 COMMONWEALTH AVENUE 04/24/2006

(Middle)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Footnote (1)

6. Individual or Joint/Group Filing(Check

below)

Person

Issuer

below)

Director

BOSTON, MA 02116

(City) (Zip)

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(A)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

any

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) (Month/Day/Year) (Instr. 8) Acquired (A) Price of Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date orNumber of Shares \$ **Feburary** Common 02/07/2005 02/07/2009 C \$ 0.29 04/24/2006 2004 101 Stock 22,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dutchess Private Equities Fund, LP 50 COMMONWEALTH AVENUE BOSTON, MA 02116

See Footnote (1)

Signatures

/s/Douglas H. 04/28/2006 Leighton

**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) Two of our former directors, Michael Novielli, who is also former Chairman, and Douglas Leighton, are the Managing Members of Dutchess Private Equities, LLC. Our former director,

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 number.

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