

ICEWEB INC  
Form 5  
December 17, 2009

**FORM 5**

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

OMB APPROVAL

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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 \*  
**SIGNORELLO JOHN R**  
  
(Last) (First) (Middle)  
  
**22900 SHAW ROAD, SUITE 111**  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**ICEWEB INC [IWEB]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2009**

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)  
Chairman and CEO

6. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**STERLING, VA 20166**

(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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	10,634,785	D	Â
Series B Preferred Stock	Â	Â	Â	Â	Â	Â	626,667	D	Â

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

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SEC 2270 (9-02)

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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 or Number of Shares
Options	\$ 3.2	^	^	^	^	^	09/30/2003	09/29/2008	Common Stock	75,000
Options	\$ 0.47	^	^	^	^	^	09/07/2006	09/06/2011	Common Stock	50,000
Options	\$ 0.7	^	^	^	^	^	04/30/2007	04/29/2012	Common Stock	100,000
Options	\$ 0.58	^	^	^	^	^	05/07/2007	05/06/2012	Common Stock	500,000
Options	\$ 0.6	^	^	^	^	^	09/07/2007	09/06/2012	Common Stock	250,000
Options	\$ 0.1	^	^	^	^	^	03/10/2009	03/09/2014	Common Stock	250,000
Options	\$ 0.075	^	^	^	^	^	05/12/2009	05/12/2010	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIGNORELLO JOHN R 22900 SHAW ROAD SUITE 111 STERLING, VA 20166	^ X	^ X	^ Chairman and CEO	^

## Signatures

/s/ John R. Signorello 12/17/2009

\*\*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).

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