

ISCO INTERNATIONAL INC
 Form 5
 March 23, 2009

FORM 5

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

OMB APPROVAL

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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 *
 ELLIOTT ASSOCIATES, L.P.

2. Issuer Name and Ticker or Trading Symbol
 ISCO INTERNATIONAL INC
 [ISOO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

712 FIFTH AVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

__X__ 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) (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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SEC 2270 (9-02)

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | | | Disposed of (D) | | Date Exercisable | Expiration Date | Title | |
|--|-----------------------|---------------------------|---|---|---------------------------|-----|------------------|-----------------|--------------|---|
| | | | | | (A) | (D) | | | | |
| 9 1/2% Secured Convertible Note Due August 1, 2010 | \$ 0.2 ⁽¹⁾ | 10/24/2008 ⁽²⁾ | Â | A | \$ 450,000 ⁽²⁾ | Â | 10/24/2008 | 08/01/2010 | Common Stock | 2 |
| 9 1/2% Secured Convertible Note Due August 1, 2010 | \$ 0.2 ⁽¹⁾ | 12/23/2008 ⁽⁴⁾ | Â | A | \$ 450,000 ⁽⁴⁾ | Â | 12/23/2008 | 08/01/2010 | Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLIOTT ASSOCIATES, L.P. 712 FIFTH AVE NEW YORK, NY 10019 | Â | Â X | Â | Â |

Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as GP of Elliott Associates, L.P. 03/23/2009

__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).
- On August 18, 2008, the issuer and Manchester Securities Corp. ("Manchester"), a wholly-owned subsidiary of Elliott Associates, L.P. ("Elliott Associates"), entered into a loan agreement. Under the terms of the loan agreement, the issuer may draw down, from time to time, up to \$1,350,000 principal amount of loans. Each draw down under of the line of credit is evidenced by a 9 1/2% Secured
- (1) Convertible Note Due August 1, 2010 (the "Convertible Note"). The Convertible Note is convertible into shares of common stock at a fixed conversion price of \$0.20 per share. The number of shares into which the Convertible Note converts shall be adjusted according to typical anti-dilution provisions. More information about the Convertible Notes can be found in the Form 8-K filed by the issuer with the Securities and Exchange Commission on August 18, 2008.
 - (2) On October 24, 2008, the issuer drew down \$450,000 on the Convertible Note. This \$450,000 is convertible into 2,250,000 shares of common stock.
 - (3) Elliott Associates owns the Convertible Note reported on this Form 4 indirectly through Manchester.
 - (4) On December 23, 2008, the issuer drew down \$450,000 on the Convertible Note. This \$450,000 is convertible into 2,250,000 shares of common stock.

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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