

ICEWEB INC
 Form 5
 December 29, 2008

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 45925 MARIES ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2008

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

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

DULLES, VA 20166

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

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)
Common Stock	01/03/2008	^	A4	500,000 A \$ 0	2,746,164	D	^
Common Stock	04/11/2008	^	A4	987,500 A \$ 0	3,733,664	D	^
Common Stock	06/08/2008	^	A4	500,000 A \$ 0	4,233,664	D	^
Common Stock	07/15/2008	^	A4	500,000 A \$ 0	4,733,664	D	^

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

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(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 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 Security (Instr. 3 and 4)	Annual Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Options	\$ 3.2	09/30/2008	Â	D4	Â	75,000	09/30/2003	09/29/2008	Common Stock	
Options	\$ 0.47	Â	Â	Â	Â	Â	09/07/2006	09/06/2011	Common Stock	
Options	\$ 0.7	Â	Â	Â	Â	Â	04/30/2007	04/29/2012	Common Stock	1
Options	\$ 0.58	Â	Â	Â	Â	Â	05/07/2007	05/06/2012	Common Stock	5
Options	\$ 0.6	Â	Â	Â	Â	Â	09/07/2007	09/06/2012	Common Stock	2
Warrants	\$ 1	Â	Â	Â	Â	Â	Â ⁽¹⁾	03/31/2010	Common Stock	1,
Warrants	\$ 1	Â	Â	Â	Â	Â	Â ⁽¹⁾	03/31/2010	Common Stock	1,
Warrants	\$ 1	09/30/2008	Â	D4	Â	1,450,000	Â ⁽¹⁾	03/31/2010	Common Stock	1,
Warrants	\$ 1	09/30/2008	Â	D4	Â	1,125,000	Â ⁽¹⁾	03/31/2010	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIGNORELLO JOHN R 45925 MARIES ROAD DULLES, VA 20166	Â X	Â X	Â Chairman and CEO	Â

Signatures

/s/ John R.
Signorello

12/24/2008

__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) Warrants are immediately exercisable with various Exercisable Dates.

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.