Lucky Mark Burdon
Form 5
December 18, 2008

FORM 5

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
Lucky Mark Burdon

(Last)   (First)   (Middle)

45925 MARIES ROAD

(Street)

DULLES, Â VAÂ 20166

(City)   (State)   (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director   _____ 10% Owner
__X__ Officer (give title _____ Other (specify below)   below)
          Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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	01/03/2008	Â	A4	100,000	A	$ 0	173,400	D	Â
Common Stock	06/08/2008	Â	A4	200,000	A	$ 0	373,400	D	Â
Common Stock	07/15/2008	Â	A4	100,000	A	$ 0	473,400	D	Â
Common Stock	09/15/2008	Â	A4	100,000	A	$ 0	573,400	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.**	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 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	$ 0.58	Â	Â	Â	Â	Â	05/07/2007	05/06/2012	Common Stock	100,000
Options	$ 0.55	Â	Â	Â	Â	Â	06/15/2007	06/14/2012	Common Stock	300,000
Options	$ 0.6	Â	Â	Â	Â	Â	09/07/2007	09/06/2012	Common Stock	150,000
Options	$ 0.55	Â	Â	Â	Â	Â	06/15/2007	06/14/2012	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucky Mark Burdon 45925 MARIES ROAD DULLES,Â VAÂ 20166	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Mark B. Lucky	12/18/2008
**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).

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.