Lucky Mark Burdon Form 4 February 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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).

Common

Stock

02/05/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * Lucky Mark Burdon	2. Issuer Name and Ticker or Trading Symbol ICEWEB INC [IWEB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 22900 SHAW ROAD, SUITE 111	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2010	(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer			
(Street) STERLING, VA 20166	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
(Instr. 3) any	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common 02/05/2010 Stock	P 5,000 A \$ 0.099	3,729,006 D			

10,000 A

\$ 0.1

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

P

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SEC 1474

(9-02)

3,739,006

D

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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. Transactic Code (Instr. 8)	5. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options	\$ 0.58					05/07/2007	05/06/2012	Common Stock	100,000	
Options	\$ 0.55					06/15/2007	06/14/2012	Common Stock	150,000	
Options	\$ 0.6					09/07/2007	09/06/2012	Common Stock	150,000	
Options	\$ 0.001					03/19/2008	<u>(1)</u>	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Lucky Mark Burdon 22900 SHAW ROAD SUITE 111 STERLING, VA 20166

Chief Financial Officer

Signatures

/s/ Mark B. 02/05/2010 Lucky **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).

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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