

Lucky Mark Burdon
 Form 4
 October 27, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

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

(Last) (First) (Middle)
 22900 SHAW ROAD, SUITE 111
 (Street)

STERLING, VA 20166

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/12/2010

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)
 Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/12/2010		S(1)		88,250	D	\$ 0.2275
Common Stock	10/13/2010		S(1)		82,000	D	\$ 0.2396
Common Stock	10/14/2010		S(1)		53,000	D	\$ 0.2401
Common Stock	10/15/2010		S(1)		75,000	D	\$ 0.2417
Common Stock	10/19/2010		S(1)		50,000	D	\$ 0.2341

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Common Stock	10/20/2010	S ⁽¹⁾	70,000	D	\$ 0.243	5,620,756	D
Common Stock	10/21/2010	S ⁽¹⁾	28,000	D	\$ 0.2352	5,592,756	D
Common Stock	10/22/2010	S ⁽¹⁾	125,000	D	\$ 0.2365	5,467,756	D
Common Stock	10/25/2010	S ⁽¹⁾	129,356	D	\$ 0.2341	5,338,400	D

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

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SEC 1474
(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)	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	⁽²⁾	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucky Mark Burdon 22900 SHAW ROAD			Chief Financial Officer	

SUITE 111
STERLING, VA 20166

Signatures

/s/ Mark B.

10/27/2010

Lucky

 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) Sale under a Rule 10b5 planned sale agreement.

(2) N/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.