

Lucky Mark Burdon  
 Form 4  
 October 27, 2010

**FORM 4**

**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).

**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 <sup>(1)</sup>	70,000	D	\$ 0.243	5,620,756	D
Common Stock	10/21/2010	S <sup>(1)</sup>	28,000	D	\$ 0.2352	5,592,756	D
Common Stock	10/22/2010	S <sup>(1)</sup>	125,000	D	\$ 0.2365	5,467,756	D
Common Stock	10/25/2010	S <sup>(1)</sup>	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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(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	<sup>(2)</sup>	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.

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