

DRUZAK JOSEPH LAWRENCE
 Form 5
 December 17, 2009

FORM 5

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).
 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 *
DRUZAK JOSEPH LAWRENCE
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1240 OXFORD LANE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2009

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

NAPERVILLE, IL 60540
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 1,303,126 | D | |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|---------------------|--|----------------------|-----------------|---|------------------|-----|------------------|------------------|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options | \$ 0.8 | Â | Â | Â | Â | Â | 04/19/2005 | 04/18/2010 | Common Stock | 30,000 |
| Options | \$ 0.47 | Â | Â | Â | Â | Â | 09/07/2005 | 09/06/2011 | Common Stock | 50,000 |
| Options | \$ 0.7 | Â | Â | Â | Â | Â | 04/30/2007 | 04/29/2012 | Common Stock | 100,000 |
| Options | \$ 0.6 | Â | Â | Â | Â | Â | 09/07/2007 | 09/06/2012 | Common Stock | 150,000 |
| Options | \$ 0.001 | Â | Â | Â | Â | Â | 03/19/2008 | Â ⁽¹⁾ | Common Stock | 50,000 |
| Options | \$ 0.001 | Â | Â | Â | Â | Â | 06/08/2008 | Â ⁽¹⁾ | Common Stock | 100,000 |
| Options | \$ 0.1 | Â | Â | Â | Â | Â | 03/10/2009 | 03/09/2014 | Common Stock | 250,000 |
| Options | \$ 0.075 | Â | Â | Â | Â | Â | 05/12/2009 | 05/12/2010 | Common Stock | 250,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DRUZAK JOSEPH LAWRENCE 1240 OXFORD LANE NAPERVILLE, IL 60540 | Â X | Â | Â | Â |

Signatures

/s/ Joseph L. Druzak 12/17/2009

**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).

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(1) N/A

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