

SOYSTER HARRY E  
Form 4  
March 25, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
SOYSTER HARRY E

(Last) (First) (Middle)

C/O ICEWEB, INC., 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)  
03/15/2010

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)

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 or Price		
Common Stock	03/15/2010		J <sup>(1)</sup>		66,000 A \$ 0.001	66,000	D
Common Stock	03/15/2010		J <sup>(1)</sup>		250,000 A \$ 0.1	316,000	D
Common Stock	03/15/2010		J <sup>(1)</sup>		250,000 A \$ 0.075	566,000	D
Common Stock	03/19/2010		S		63,870 D \$ 0.1504	502,130	D
Common Stock	03/19/2010		S		286,700 D \$ 0.1503	215,430	D

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Common Stock	03/19/2010	S	5,000	D	\$ 0.1502	210,430	D
Common Stock	03/19/2010	S	123,000	D	\$ 0.1501	87,430	D
Common Stock	03/19/2010	S	87,430	D	\$ 0.15	0	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 0.37					03/21/2008	03/21/2013	Common Stock	25,000
Options	\$ 0.001	03/15/2010		M	66,000	06/08/2008	<u>(1)</u>	Common Stock	66,000
Options	\$ 0.1	03/15/2010		M	250,000	03/10/2009	03/09/2014	Common Stock	250,000
Options	\$ 0.075	03/15/2010		M	250,000	05/12/2009	05/12/2010	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOYSTER HARRY E C/O ICEWEB, INC. 22900 SHAW ROAD, SUITE 111 STERLING, VA 20166		X		

## Signatures

/s/ Harry E.  
Soyster

03/23/2010

\_\_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) Shares acquired upon exercise of Options.

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