Edgar Filing: CESARIO FRANK - Form 4

Form 4							
Check this box if no longer STATEMENT O	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						
Subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of the	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estimated average burden hours per response Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 0.8 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 0.8						
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> CESARIO FRANK	2. Issuer Name and Ticker or Trading Symbol ISCO INTERNATIONAL INC [ISO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 451 KINGSTON COURT	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2004	Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer					
(Street)	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 					
MT. PROSPECT, IL 60056		Person					
(City) (State) (Zip)	Table I - Non-Derivative Securities Acquirities	uired, Disposed of, or Beneficially Owned					
(Instr. 3) any	ned 3. 4. Securities Acquired n Date, if Transactior(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 Securities6.7. Nature of IndirectBeneficiallyOwnershipIndirectBeneficiallyForm: DirectBeneficialOwned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s)(Instr. 3 and 4)					
Common 10/26/2004 Stock	M 200,000 A ^{\$} 0.11	200,000 D					

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Expiration Date (Month/Day/Year) (A) or of (D)		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
Stock Option (right to buy)	\$ 0.11	10/26/2004		М		200,000	<u>(1)</u>	01/02/2013	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Addro	Relationships					
	Director	10% Owner	Officer	Other		
CESARIO FRANK 451 KINGSTON COURT MT. PROSPECT, IL 60056			Chief Financial Officer			
Signatures						
Frank Cesario	10/28/2004					
<u>**</u> Signature of	Date					

<u>**</u>Signature of 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).

- (1) This option is fully vested.
- (2) This is an option grant for which there was no purchase price.

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.