

ICEWEB INC  
Form 4  
March 14, 2008

**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 \*  
**SIGNORELLO JOHN R**

(Last) (First) (Middle)  
205 VAN BUREN STREET, SUITE 150  
(Street)

HERNDON, VA 20170

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2008

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)  
Chairman and CEO

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	2,226,164	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)**

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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. 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)	Amount of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount of Shares
Options	\$ 3.2					09/30/2003 09/29/2008	Common Stock	75,
Options	\$ 0.47					09/07/2006 09/06/2011	Common Stock	50,
Options	\$ 0.7					04/30/2007 04/29/2012	Common Stock	100
Options	\$ 0.58					05/07/2007 05/06/2012	Common Stock	500
Options	\$ 0.6					09/07/2007 09/06/2012	Common Stock	250
Warrants	\$ 1	03/04/2008		P <sup>(1)</sup>	1,450,000	<sup>(2)</sup> 03/31/2010	Common Stock	1,450
Warrants	\$ 1	03/04/2008		P <sup>(1)</sup>	1,125,000	<sup>(2)</sup> 09/30/2010	Common Stock	1,125

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIGNORELLO JOHN R 205 VAN BUREN STREET SUITE 150 HERNDON, VA 20170	X	X	Chairman and CEO	

## Signatures

/s/ John R. Signorello  
03/14/2008

\*\*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) Warrants purchased from a holder of IceWEB warrants for consideration of \$112,500.
- (2) Warrants are immediately exercisable with various Exercisable Dates.

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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