

PIRTLE RAYMOND  
Form 5  
December 17, 2009

**FORM 5**

OMB APPROVAL

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

OMB Number: 3235-0362  
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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 \*  
**PIRTLE RAYMOND**  
  
(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)

**309 WESTVIEW AVENUE**  
  
(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)

**NASHVILLE, TN 37205**  
  
(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)  (A) or (D) Price	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)
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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	(A)	(D)	(A)	(D)				
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	03/18/2013	Common Stock	50,000
Options	\$ 0.001	Â	Â	Â	Â	Â	06/08/2008	Â <sup>(1)</sup>	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
PIRTLE RAYMOND 309 WESTVIEW AVENUE NASHVILLE, TN 37205	Â X	Â	Â	Â

## Signatures

/s/ Raymond Pirtle 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).

(1) N/A

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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