

PIRTLE RAYMOND  
Form 5  
October 27, 2010

**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 \*  
**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)

**500 CHURCH ST, STE 200**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2010**

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

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**NASHVILLE, TN 37219**  
  
(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/12/2010	^	M4 <sup>(3)</sup>	250,000	A	\$ 0.075	250,000	D	^
Common Stock	05/19/2010	^	S4	100,000	D	\$ 0.2448	150,000	D	^
Common Stock	05/28/2010	^	S4	133,200	D	\$ 0.2	16,800	D	^
Common Stock	05/29/2010	^	S4	16,800	D	\$ 0.214	0	D	^

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Common Stock	09/09/2010	Â	M4 <sup>(3)</sup>	250,000	A	\$ 0.1	250,000	D	Â
Common Stock	09/09/2010	Â	S4	20,706	D	\$ 0.2601	229,294	D	Â
Common Stock	09/10/2010	Â	S4	229,294	D	\$ 0.2578	0	D	Â

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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Options	\$ 0.8	04/18/2010	Â	J <sup>(1)</sup>	Â	30,000	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>(2)</sup>	Common Stock	100,000
Options	\$ 0.075	05/12/2010	Â	M4 <sup>(3)</sup>	Â	250,000	05/12/2009	05/12/2010	Common Stock	250,000
Options	\$ 0.1	09/09/2010	Â	M4 <sup>(3)</sup>	Â	250,000	03/10/2009	03/09/2014	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â X	Â	Â	Â

PIRTLE RAYMOND  
500 CHURCH ST, STE 200  
NASHVILLE, TN 37219

## Signatures

/s/ Raymond  
Pirtle

10/27/2010

\*\*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) Expired
  - (2) Not Applicable
  - (3) Exercise of Options

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.