

DRUZAK JOSEPH LAWRENCE
 Form 4/A
 May 23, 2007

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 *
 DRUZAK JOSEPH LAWRENCE

(Last) (First) (Middle)

1240 OXFORD LANE

(Street)

NAPERVILLE, IL 60540

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/08/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | | |
| Common Stock | | | | | 50,000 | D | |
| Common Stock | 03/14/2006 | | P ⁽¹⁾ | | 53,126 | A | \$ 2 103,126 D |
| Common Stock | 11/30/2006 | | M ⁽²⁾ | | 100,000 | A | \$ 0.35 203,126 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)

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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 Number of Shares |
| Options | \$ 0.8 | | | | | 04/19/2005 04/18/2010 | Common Stock 30,000 |
| Options | \$ 0.47 | | | | | 09/07/2005 09/06/2011 | Common Stock 50,000 |
| Options | \$ 0.7 | 04/30/2007 | | A | 100,000 | 04/30/2007 04/29/2012 | Common Stock 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DRUZAK JOSEPH LAWRENCE 1240 OXFORD LANE NAPERVILLE, IL 60540 | | | X | |

Signatures

/s/ Joseph L. Druzak
05/22/2007

**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 purchased in private placement.
- (2) Shares acquired pursuant to exercise of Warrant.

Remarks:

The Reporting Person has revised this Form 4 to correctly reflect his Common Stock holdings as of the date of this Report.
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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