ISCO INTERNATIONAL INC

Form 4 April 26, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ABDELMONEM AMR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ISCO INTERNATIONAL INC

[ISO]

(Check all applicable)

Chief Technology Officer

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Last) (First) (Middle)

(Month/Day/Year) 04/22/2005

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

C/O ISCO INTERNTIONAL, INC., 1001 CAMBRIDGE DRIVE

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Street)

ELK GROVE VILLAGE, IL 60007

(City)	(State)	(Zip) Tal	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)	xecution Date, if TransactionDisposed of (D) ny Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	04/22/2005		M	75,001	A	\$ 0.11	107,001	D				
Common Stock	04/22/2005		S	75,001	D	\$ 0.3038	32,000	D				
Common Stock	04/22/2005		M	1,124,999	A	\$ 0.14	1,156,999	D				
Common Stock	04/22/2005		S	1,124,999	D	\$ 0.3038	32,000	D				
Common Stock	04/25/2005		M	300,000	A	\$ 0.11	332,000	D				

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Common Stock S 300,000 D \$ 32,000 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)

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 orDerivative 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 Shares
Stock Option (right to buy)	\$ 0.11	04/22/2005		M		75,001	<u>(1)</u>	01/02/2013	Common Stock	900,0
Stock Option (right to buy)	\$ 0.14	04/22/2005		M	1	,124,999	(3)	01/21/2014	Common Stock	1,800,0
Stock Option (right to buy)	\$ 0.11	04/25/2005		M	<u>'</u>	300,000	<u>(1)</u>	01/02/2013	Common Stock	900,0

Relationships

Reporting Owners

Reporting Owner Name / Address			* · · · · · · · • • • • • · · · · • • · · · · · • · · · · · · • ·	
. 3	Director	10% Owner	Officer	Other
ABDELMONEM AMR C/O ISCO INTERNTIONAL, INC. 1001 CAMBRIDGE DRIVE ELK GROVE VILLAGE, IL 60007	X		Chief Technology Officer	
Signatures				
Frank Cesario, Attorney-in-Fact for Abdelmonem	Amr		04/26/2005	
**Signature of Reporting Person			Date	

Reporting Owners 2

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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 grant was fully vested as of 01/02/04.
- (2) These shares represent a portion of an option grant for which there was no purchase price.
- (3) This option vests ratably on a monthly basis over a two year period from the date of grant (01/21/04).

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.