

ISCO INTERNATIONAL INC
Form 4
April 26, 2005

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 *
ABDELMONEM AMR

2. Issuer Name and Ticker or Trading Symbol
ISCO INTERNATIONAL INC
[ISO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2005

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

C/O ISCO INTERNTIONAL, INC., 1001 CAMBRIDGE DRIVE
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ELK GROVE VILLAGE, IL 60007

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| 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 04/25/2005 S 300,000 D \$ 0.2936 32,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|----------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 0.11 | 04/22/2005 | | M | | 75,001 | (1) | 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, |
| Stock Option (right to buy) | \$ 0.11 | 04/25/2005 | | M | | 300,000 | (1) | 01/02/2013 | Common Stock | 900,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | 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 Amr Abdelmonem 04/26/2005

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) 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.

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