

# ISCO INTERNATIONAL INC

Reported by  
**ABDELMONEM AMR**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/10/08 for the Period Ending 02/19/08

|             |  |
|-------------|--|
| Address     | 1001 CAMBRIDGE DRIVE<br>ELK GROVE VILLAGE, IL 60007                                |
| Telephone   | 8473919400   |
| CIK         | 0000888693   |
| Symbol      | ISOOE  |
| SIC Code    | 3825 - Instruments for Measuring and Testing of Electricity and Electrical Signals |
| Industry    | Semiconductors   |
| Sector      | Technology   |
| Fiscal Year | 12/31  |

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: February 28, 2011  
Estimated average burden hours per response... 0.5

**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(f) of the  
Investment Company Act of 1940

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>ABDELMONEM AMR</b><br><br><small>(Last) (First) (Middle)</small><br><br><b>C/O ISCO INTERNATIONAL<br/>INC, 1001 CAMBRIDGE DRIVE</b><br><br><small>(Street)</small><br><br><b>ELK GROVE VILLAGE, IL 60007</b><br><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>ISCO INTERNATIONAL INC<br/>[ ISO ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer<br/>(Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>Chief Opr Off &amp; Chief Tech Off</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>2/19/2008</b></p>  |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|----------------|------------|---|---|--|---|
|                                 |                |                                   | Code                      | V | Amount         | (A) or (D) |   |   |  |   |
| Common Stock, par value \$0.001 | 2/19/2008      |                                   | A                         |   | 1200000<br>(1) | A          | \$0 (2)   | 2142000   | D  |   |
| Common Stock, par value \$0.001 | 6/15/2008      |                                   | F                         |   | 120000<br>(3)  | D          | \$0.15  | 2022000   | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|---|--|--|
|  |  |                |                                   | Code                      | V |  | (A)                                     | (D) | Date Exercisable  | Expiration Date |  |   |  |  |

**Explanation of Responses:**

- (1) Restricted shares of common stock granted to Mr. Abdelmonem under the issuer's 2003 Equity Incentive Plan.
- (2) No purchase price was paid for this grant of restricted stock.
- (3) Sold to satisfy Mr. Abdelmonem's tax withholding obligation upon vesting of restricted stock previously granted.

**Remarks:**

Exhibit List  
Exhibit 24 - Power of Attorney

**Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

|   |          |   |
|---|----------|---|
| <b>ABDELMONEM AMR</b><br><b>C/O ISCO INTERNATIONAL INC</b><br><br><b>1001 CAMBRIDGE DRIVE</b><br><b>ELK GROVE VILLAGE, IL 60007</b> | <b>X</b> | <b>Chief Opr Off &amp; Chief Tech Off</b> |
|---|----------|---|

**Signatures**

/s/ Rachel Williams Mantz, Attorney-in-fact for Amr Abdelmonem

11/10/2008

\*\* Signature of Reporting Person

Date

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

\* 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).

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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