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Form 4	RNATIONAL IN	١C										
February 15										PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB OMB Number:	3235-028			
Check th if no lon subject t Section 4 Form 4 o Form 5 obligatio may con <i>See</i> Instr	ger o 16. or Filed pu nns tinue.	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								Expires:January 31, 2005Estimated average burden hours per response0.5		
1(b). (Print or Type	Responses)											
1. Name and A ELLIOTT I	2. Issuer Name and Ticker or Trading Symbol ISCO INTERNATIONAL INC [ISO]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) C/O HSBC SERVICES BOX 1109,	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2005					Director X 10% Owner Officer (give title Other (specify below)						
	(Street)		ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
GRAND C.	AYMAN, E9 000	000						Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative So	ecuriti	ies Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			of (D)	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)		
Common Stock	02/11/2005			S	345,000	D	\$ 0.36	11,569,339	D			
Common Stock	02/14/2005			S	299,400	D	\$ 0.34	11,269,939	D			
Common Stock	02/15/2005			S	49,200	D	\$ 0.33	11,220,739	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

(9-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.			4. T	5.					8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if		onNumber	*				Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Underly	ying	Security	Secu
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Derivative				Acquired (A) or			(Instr. 3	3 and 4)		Owne
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			Code V	(A) (D)	Date Exercisable	Expiration Date	o Title M o	or Number of		
	Conversion or Exercise Price of	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)DerivativeVersion	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion(Month/Day/Year)Execution Date, if anyTransactionNumber Codeor ExerciseanyCodeofPrice of(Month/Day/Year)(Instr. 8)Derivative SecuritiesDerivativeSecuritiesAcquired	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/ Price of Code of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Expiration Date Price of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Amoun UnderlyPrice of Derivative Security(Month/Day/Year)(Instr. 8)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)TitleTitle	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code ofExpiration Date (Month/Day/Year)Amount of Underlying Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Amount of Underlying Securities Securities 	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Ode of (Instr. 8)Expiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 5)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Derivativ

### **Reporting Owners**

Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ELLIOTT INTERNATIONAL L P C/O HSBC FINANCIAL SERVICES (CAYMAN) LTD PO BOX 1109, MARY STREET GRAND CAYMAN, E9 00000		Х					
Signatures							
Elliot Greenberg, V.P. of Elliott International Capital Advisors Inc., as Attorney-In-Fact for						)2/15/200	)5

Elliott International, L.P.

**Signature of Reporting Person

## **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).

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.

Date