

Koch Noel
Form 4
June 16, 2009

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koch Noel

(Last) (First) (Middle)

ICOP DIGITAL, INC., 16801 W.
116TH STREET

(Street)

LENEXA, KS 66219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ICOP DIGITAL, INC [ICOP]

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

06/12/2009

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

**Persons who respond to the collection of
information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option (Right to Buy)	\$ 0.45	06/12/2009	A	7,500		06/12/2009	12/31/2009	Common Stock	7,500
Stock Option (Right to Buy)	\$ 5.85	06/12/2009	D		7,500	05/04/2006	12/31/2009	Common Stock	7,500
Stock Option (Right to Buy)	\$ 0.45	06/12/2009	A	7,500		06/12/2009	08/08/2011	Common Stock	7,500
Stock Option (Right to Buy)	\$ 5.85	06/12/2009	D		7,500	08/09/2006	08/08/2011	Common Stock	7,500
Stock Option (Right to Buy)	\$ 0.45	06/12/2009	A	15,000		06/12/2009	08/08/2012	Common Stock	15,000
Stock Option (Right to Buy)	\$ 6.8	06/12/2009	D		15,000	08/08/2007	08/08/2012	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koch Noel ICOP DIGITAL, INC. 16801 W. 116TH STREET LENEXA, KS 66219	X			

Signatures

Mark A. von Bergen, as attorney-in-fact for Noel
Koch

06/16/2009

____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) The reporting person agreed to cancellation of an option granted to him on May 4, 2006, in exchange for a new option having a lower exercise price.
- (2) The reporting person agreed to cancellation of an option granted to him on August 9, 2006 in exchange for a new option having a lower exercise price.
- (3) The reporting person agreed to cancellation of an option granted to him on August 8, 2007 in exchange for a new option having a lower exercise price.

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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