

OWEN DAVID C
Form 4
December 31, 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 *
OWEN DAVID C

(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)

12/29/2009

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)

Chairman and CEO

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.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
			Code	V	(A)	(D)				
Common Stock Option (Right to Buy) ⁽¹⁾	\$ 0.42	12/29/2009	A		625,000		<u>(1)</u>	12/28/2019	Common Stock	625,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OWEN DAVID C ICOP DIGITAL, INC. 16801 W. 116TH STREET LENEXA, KS 66219	X		Chairman and CEO	

Signatures

David Wang, as attorney-in-fact for David C. Owen 12/31/2009

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) Granted under the Issuer's 2002 Stock Option Plan, as amended. The option will become exercisable on certification by the Issuer's Chief Financial Officer that the Issuer has, in any fiscal quarter beginning with the first fiscal quarter of 2010, met or exceeded a modified EBITDA break-even point for the quarter, as determined in accordance with GAAP, where modified EBITDA means earnings before interest, taxes, depreciation, amortization, and stock grant, stock option and warrant expense.

Remarks:

In addition to the common stock option granted on 12/29/09 and reported above, Mr. Owen also directly or indirectly owns the

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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