

PAULSON JACQUELINE M
Form 5
November 05, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PAULSON CAPITAL CORP

2. Issuer Name and Ticker or Trading Symbol
ICOP DIGITAL, INC [ICOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

811 SW NAITO
PARKWAY, SUITE 200

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
11/05/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

PORTLAND, OR 97204

___ Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|

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

SEC 2270 (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 (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|--|

| | | | |
|------------------------|---|--------------------|---|
| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) | B O E I S F (I |
| | (A) (D) Date Exercisable | Expiration Date | Title Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| PAULSON CAPITAL CORP 811 SW NAITO PARKWAY SUITE 200 PORTLAND, OR 97204 | ^ | ^ | ^ | See Remarks |
| PAULSON JACQUELINE M 811 SW NAITO PARKWAY SUITE 200 PORTLAND, OR 97204 | ^ | ^ | ^ | See Remarks |
| PAULSON CHESTER L F 811 SW NAITO PARKWAY SUITE 200 PORTLAND, OR 97204 | ^ | ^ | ^ | See Remarks |

Signatures

| | |
|--|------------|
| Carol A. Rice, Attorney-in-Fact for Chester L.F. Paulson | 11/05/2009 |
| **Signature of Reporting Person | Date |
| Carol A. Rice, Authorized Agent for Paulson Capital Corp. | 11/05/2009 |
| **Signature of Reporting Person | Date |
| Carol A. Rice, Authorized Agent for Paulson Family, LLC. | 11/05/2009 |
| **Signature of Reporting Person | Date |
| Carol A. Rice, Authorized Agent for Paulson Investment Co., Inc. | 11/05/2009 |
| **Signature of Reporting Person | Date |
| Carol A. Rice, Attorney-in-Fact for Jacqueline M. Paulson | 11/05/2009 |
| **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).

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Remarks:

Form^ filed^ by^ more^ than^ one^ reporting^ person.^ ^ In^ addition^ to^ Paulson^ Capital^ Corp.^ ("PLCC"),^ th

This^ form^ 5^ is^ filed^ as^ the^ reporting^ parties^ are^ no^ longer^ subject^ to^ Section^ 16^ reporting.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.