

PAULSON JACQUELINE M
Form 4
December 22, 2005

FORM 4

**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).

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

(Print or Type Responses)

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)

(Last) (First) (Middle)
811 SW NAITO
PARKWAY, SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2005

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
See Footnote (1)

PORTLAND, OR 97204

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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 Security (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 Number Shares
				Code	V				
Underwriter Warrants (Right to buy unit) <u>(2)</u>	\$ 9.9	11/05/2005	A	110,240		01/04/2006	07/08/2010	Common Stock and Warrants <u>(2)</u>	440
Underwriter Warrants (Right to buy Common Stock and Wts.) <u>(3)</u>	\$ 5.92	12/08/2005	A	28,435		01/08/2006	07/08/2010	Common Stock and Warrants <u>(3)</u>	38

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULSON CAPITAL CORP 811 SW NAITO PARKWAY SUITE 200 PORTLAND, OR 97204		X		See Footnote (1)
PAULSON CHESTER L F 811 SW NAITO PARKWAY SUITE 200 PORTLAND, OR 97204		X		See Footnote (1)
PAULSON JACQUELINE M 811 SW NAITO PARKWAY SUITE 200 PORTLAND, OR 97204		X		See Footnote (1)

Signatures

Harry L. Striplin, Attorney-in-Fact for Chester L.F. Paulson	12/22/2005
<u> </u> Signature of Reporting Person	Date
Harry L. Striplin, Authorized Agent for Paulson Capital Corp.	12/22/2005
<u> </u> Signature of Reporting Person	Date
Harry L. Striplin, Authorized Agent for Paulson Investment Co., Inc.	12/22/2005
<u> </u> Signature of Reporting Person	Date
Harry L. Striplin, Authorized Agent for Paulson Family LLC	12/22/2005

__Signature of Reporting Person

Date

Harry L. Striplin, Attorney-in-Fact for Jacqueline M. Paulson

12/22/2005

__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).

- Form filed by more than one reporting person. In addition to Paulson Capital Corp. ("PLCC"), the following are reporting parties: Chester L.F. Paulson, Jacqueline M. Paulson, Paulson Family LLC ("LLC") and Paulson Investment Company, Inc. ("PICI"). These reporting parties collectively own over 10%. The address for each of the reporting parties is the same as that provided for PLCC. PICI is a registered broker-dealer and a wholly owned subsidiary of PLCC. Mr. and Mrs. Paulson are controlling managers of the LLC, which is a controlling shareholder of PLCC, which is the parent company of PICI. Mr. and Mrs. Paulson and the LLC expressly disclaim any beneficial ownership of securities held in the name of PLCC and PICI.
- (1) One (1) Underwriter Warrant is exercisable into One(1) ICOP Digital, Inc. Unit which consist of two (2) shares of common stock and two (2) warrants. Each warrant is exercisable at \$6.19 into one (1) share of common stock. The warrants expire 07/08/2010.
 - (2) One (1) Underwriter Warrant is exercisable into one (1) shares of common stock and (0.35) warrants. Each full warrant is exercisable at \$6.19 into one (1) share of common stock. The warrants expire 07/08/2010.
 - (3) One (1) Underwriter Warrant is exercisable into one (1) shares of common stock and (0.35) warrants. Each full warrant is exercisable at \$6.19 into one (1) share of common stock. The warrants expire 07/08/2010.

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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