

Mailstop 6010

October 26, 2007

Daniel T. Mongan, Vice President
ICx Technologies, Inc.
2100 Crystal Drive, Suite 650
Arlington, Virginia 22202

**Re: ICx Technologies, Inc.
Form S-1, Amendment No. 3
File No. 333-145135
Filed October 24, 2007**

Dear Mr.Mongan:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Cover Page

1. Please revise the registration statement prior to effectiveness to disclose whether affiliates of Wexford Capital, LLC, will be selling shareholders with regard to the shares to be sold if the underwriters exercise the overallotment option. Throughout the filing the disclosure should clearly state whether the registrant or Wexford Capital, LLC, and its affiliates will provide the overallotment shares, including in the fee table, use of proceeds, dilution, principal and selling

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shareholders sections and elsewhere, as appropriate. Please note that the disclosure required by Item 507 of Regulation S-K is required prior to effectiveness.

Exhibit 5.1

2. Revise the opinion so it addresses the validity of all shares registered. In this regard, we note that up to 750,000 shares may be sold by selling shareholders.

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

You may contact Kevin Kuhar at (202) 551-3662 or Jay Webb at (202) 551-3603 if you have questions regarding comments on the financial statements and related matters. Please contact Alan Morris at (202) 551-3601 or me at (202) 551-3800 with any other questions.

Sincerely,

Peggy A. Fisher
Assistant Director

cc. Michael J. Danaher, Esq.
VIA FAX (650) 493-6811