

ICONIX BRAND GROUP, INC.
Form 4
June 09, 2009

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 *
COLE NEIL

2. Issuer Name and Ticker or Trading Symbol
ICONIX BRAND GROUP, INC.
[ICON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10018

(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 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 or Price		
Common Stock	06/09/2009		M		25,000 A \$ 0.9688	1,593,704 (1)	D
Common Stock	06/09/2009		M		139,500 A \$ 1.125	1,733,204 (1)	D
Common Stock	06/09/2009		M		10,125 A \$ 1.125	1,743,329 (1)	D
Common Stock	06/09/2009		M		162,000 A \$ 1.125	1,905,329 (1)	D
Common Stock	06/09/2009		M		10,000 A \$ 1.125	1,915,329 (1)	D

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Common Stock	06/09/2009	M	15,134	A	\$ 1.25	1,903,463 ⁽¹⁾	D
Common Stock	06/09/2009	S	361,759	D	\$ 15	1,568,704 ⁽¹⁾	D
Common Stock	06/09/2009	S	288,241	D	\$ 15	1,280,463 ⁽¹⁾	D

Common Stock						20,000	I	As custodian for children ⁽²⁾
Common Stock						15,194	I	By 401(K) Plan

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

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(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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Employee Stock Option (right to buy)	\$ 0.9688	06/09/2009		M	25,000	02/01/2000 02/01/2010	Common Stock	25,000	
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009		M	139,500	07/18/2000 07/18/2010	Common Stock	139,500	
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009		M	10,125	07/18/2000 07/18/2010	Common Stock	10,125	

Employee

Stock

Option	\$ 1.125	06/09/2009	M	162,000	07/18/2000	07/18/2010	Common Stock	162,0
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(right to buy)

Employee

Stock

Option	\$ 1.125	06/09/2009	M	10,000	07/18/2000	07/18/2010	Common Stock	10,00
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(right to buy)

Employee

Stock

Option	\$ 1.25	06/09/2009	M	15,134	08/18/2000	08/18/2010	Common Stock	15,13
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE NEIL C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018	X		Chairman, President and CEO	

Signatures

/s/ Warren Clamen,
attorney-in-fact

06/09/2009

 **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) Includes 1,181,684 unissued shares underlying Restricted Stock Units ("RSUs") that were granted to the reporting person pursuant to the terms of his employment agreement with the issuer and a related RSU Agreement.
- The filing of this Statement shall not be construed to mean that the reporting person is, for the purposes of Section 16 of the Securities Exchange Act of 1934 (as amended), the beneficial owner of the common stock of the issuer reported as indirectly owned by the reporting person as custodian for his children.
- (2) Exchange Act of 1934 (as amended), the beneficial owner of the common stock of the issuer reported as indirectly owned by the reporting person as custodian for his children.

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