

SWEEDLER WILLIAM  
Form 3  
August 01, 2005

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â SWEEDLER WILLIAM  
(Last) (First) (Middle)

C/O ICONIX BRAND GROUP,  
INC.,Â 215 W. 40TH ST., 6TH  
FL.

(Street)

NEW YORK,Â NYÂ 10018

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
07/22/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Executive Vice President

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned  
(Instr. 4)

1,075,679

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	Â (1)	07/22/2015	Common Stock	1,425,000	\$ 8.81	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEEDLER WILLIAM C/O ICONIX BRAND GROUP, INC. 215 W. 40TH ST., 6TH FL. NEW YORK, NY 10018	Â	Â	Â Executive Vice President	Â

## Signatures

/s/ William Sweedler 08/01/2005

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) A total of 225,000 of the Option is exercisable immediately with the balance of the Option vesting only if the issuer's JOE BOXER(R) division meets certain future revenue targets.

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### Remarks:

Exhibit 24. Section 16 Power of Attorney

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.