ICONIX BRAND GROUP, INC.

Form 4 May 29, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Issuer

STEHR DEBORAH SORELL Symbol

ICONIX BRAND GROUP, INC.

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

[ICON]

(Middle)

(Zip)

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

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

C/O ICONIX BRAND GROUP,

05/27/2008

SVP Busn Affs and Lic. & Sec

INC., 1450 BROADWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Applicable Line)

NEW YORK, NY 10018

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(=:====================================	any	Code	Disposed of		Beneficially	(D) or	Beneficial
(,		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
		, ,				Following	(Instr. 4)	(Instr. 4)
				,	(.	Reported		
				(A)		Transaction(s)		
			Code V		or (D) Price	(Instr. 3 and 4)		
Common Stock	05/27/2008		A	4,994 A	A \$0	14,326	D	
Common						9,985	I	By 401(k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

plan

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or (Instr. 3) Pr		or Exercise Price of Derivative Security	(World Day) Teal)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) /e s l		Underlyi Securitie (Instr. 3 a	ring es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

STEHR DEBORAH SORELL C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018

SVP Busn Affs and Lic. & Sec

Signatures

/s/ Deborah 05/28/2008 Sorell Stehr

**Signature of Reporting 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).

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.

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