ICONIX BRAND GROUP, INC.

Form 4 June 09, 2009

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

Stock

Stock

Common

1. Name and Address of Reporting Person * **COLE NEIL**

(First)

(State)

06/09/2009

NEW YORK, NY 10018

2. Issuer Name and Ticker or Trading Symbol

ICONIX BRAND GROUP, INC.

[ICON]

3. Date of Earliest Transaction

(Month/Day/Year) 06/09/2009

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

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

5. Relationship of Reporting Person(s) to

Issuer

\$ 1.125 1,915,329 (1) D

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

_X__ Director 10% Owner Other (specify X_ Officer (give title

below) Chairman, President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Zip)

(Middle)

Table I - Non-Derivative Securities Acquired Disposed of or Ranaficially On

(- 3)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	ie i - Non-	Derivative S	securi	ties Acquir	ea, Disposea oi,	or Beneficial	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
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	06/09/2009		M	162,000	A	\$ 1.125	1,905,329 (1)	D	

10,000

M

Edgar Filing: ICONIX BRAND GROUP, INC. - Form 4

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.

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

(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 iorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (right to buy)	\$ 0.9688	06/09/2009		M		25,000	02/01/2000	02/01/2010	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009		M		139,500	07/18/2000	07/18/2010	Common Stock	139,5
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009		M		10,125	07/18/2000	07/18/2010	Common Stock	10,12

Edgar Filing: ICONIX BRAND GROUP, INC. - Form 4

Employee Stock Option (right to buy)	\$ 1.125	06/09/2009	M	162,000	07/18/2000	07/18/2010	Common Stock	162,0
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009	M	10,000	07/18/2000	07/18/2010	Common Stock	10,00
Employee Stock Option (right to buy)	\$ 1.25	06/09/2009	M	15,134	08/18/2000	08/18/2010	Common Stock	15,13

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	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

**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

 (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.

Reporting Owners 3