

ICONIX BRAND GROUP, INC.

Form 4

March 07, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLE NEIL

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and President

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 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	(A) or (D)	Price		
Common Stock	03/07/2008		M		123,974	A	\$ 3.5	1,315,858	D
Common Stock	03/07/2008		S		200	D	\$ 20.17	1,315,658	D
Common Stock	03/07/2008		S		300	D	\$ 20.15	1,315,358	D
Common Stock	03/07/2008		S		300	D	\$ 20.12	1,315,058	D
Common Stock	03/07/2008		S		1,300	D	\$ 20.11	1,313,758	D

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Common Stock	03/07/2008	S	400	D	\$ 20.1	1,313,358	D
Common Stock	03/07/2008	S	7,374	D	\$ 20.09	1,305,984	D
Common Stock	03/07/2008	S	200	D	\$ 20.08	1,305,784	D
Common Stock	03/07/2008	S	200	D	\$ 20.07	1,305,584	D
Common Stock	03/07/2008	S	1,302	D	\$ 20.06	1,304,282	D
Common Stock	03/07/2008	S	398	D	\$ 20.05	1,303,884	D
Common Stock	03/07/2008	S	1,700	D	\$ 20.04	1,302,184	D
Common Stock	03/07/2008	S	200	D	\$ 20.03	1,301,984	D
Common Stock	03/07/2008	S	400	D	\$ 20.02	1,301,584	D
Common Stock	03/07/2008	S	500	D	\$ 20.01	1,301,084	D
Common Stock	03/07/2008	S	300	D	\$ 20.0075	1,300,784	D
Common Stock	03/07/2008	S	300	D	\$ 20.005	1,300,484	D
Common Stock	03/07/2008	S	1,806	D	\$ 20	1,298,678	D
Common Stock	03/07/2008	S	100	D	\$ 19.99	1,298,578	D
Common Stock	03/07/2008	S	400	D	\$ 19.98	1,298,178	D
Common Stock	03/07/2008	S	200	D	\$ 19.975	1,297,978	D
Common Stock	03/07/2008	S	100	D	\$ 19.9675	1,297,878	D
Common Stock	03/07/2008	S	900	D	\$ 19.96	1,296,978	D
Common Stock	03/07/2008	S	300	D	\$ 19.94	1,296,678	D
Common Stock	03/07/2008	S	400	D	\$ 19.93	1,296,278	D
	03/07/2008	S	600	D		1,295,678	D

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Common Stock					\$ 19.9225			
Common Stock	03/07/2008	S	900	D	\$ 19.92	1,294,778	D	
Common Stock	03/07/2008	S	600	D	\$ 19.9125	1,294,178 ⁽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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 3.5	03/07/2008		M	123,974	⁽³⁾ 03/09/2008	Common Stock 123,974

Reporting Owners

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

NEW YORK, NY 10018

Signatures

/s/ Deborah Sorell Stehr,
attorney-in-fact

03/07/2008

__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 unvested 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.
- (3) Of the 253,749 options originally granted, 1/3 vested on each of March 9, 1999, 2000 and 2001, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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