

ICONIX BRAND GROUP, INC.

Form 4

March 07, 2008

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

(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)
03/05/2008

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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 03/05/2008 | | M | | 126,875 | A | \$ 3.5 | 1,318,759 | D | |
| Common Stock | 03/05/2008 | | S | | 10,783 | D | \$ 20.25 | 1,307,976 | D | |
| Common Stock | 03/05/2008 | | S | | 300 | D | \$ 20.2525 | 1,307,676 | D | |
| Common Stock | 03/05/2008 | | S | | 39,400 | D | \$ 20.255 | 1,268,276 | D | |
| Common Stock | 03/05/2008 | | S | | 31,500 | D | \$ 20.26 | 1,236,776 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------------------------------|---|
| Common Stock | 03/05/2008 | S | 2,600 | D | \$ 20.27 | 1,234,176 | D |
| Common Stock | 03/05/2008 | S | 18,800 | D | \$ 20.34 | 1,215,376 | D |
| Common Stock | 03/05/2008 | S | 23,400 | D | \$ 20.355 | 1,191,976 | D |
| Common Stock | 03/05/2008 | S | 92 | D | \$ 20.39 | <u>1,191,884</u> ⁽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 | 03/05/2008 | | M | 126,875 | <u>(3)</u> | 03/09/2008 | Common Stock | 126,875 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | CEO and President | |

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