

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

4. 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

NEW YORK, NY 10018

(City) (State) (Zip)

**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)			
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

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 <sup>(1)</sup>	D	
Common Stock						20,000	I	As custodian for children <sup>(2)</sup>
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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(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 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	<sup>(3)</sup> 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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