

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)
03/07/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|-----------------------------------|
| | | | | Code | V Amount Price | | | |
| Common Stock | 03/07/2008 | | S | 500 | D \$ 19.91 | 1,293,678 | D | |
| Common Stock | 03/07/2008 | | S | 100 | D \$ 19.905 | 1,293,578 | D | |
| Common Stock | 03/07/2008 | | S | 2,900 | D \$ 19.9 | 1,290,678 | D | |
| Common Stock | 03/07/2008 | | S | 400 | D \$ 19.83 | 1,290,278 | D | |
| Common Stock | 03/07/2008 | | S | 3,099 | D \$ 19.82 | 1,287,179 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------------------------|---|
| Common Stock | 03/07/2008 | S | 1,100 | D | \$ 19.8 | 1,286,079 | D |
| Common Stock | 03/07/2008 | S | 896 | D | \$ 19.75 | 1,285,183 | D |
| Common Stock | 03/07/2008 | S | 300 | D | \$ 19.74 | 1,284,883 | D |
| Common Stock | 03/07/2008 | S | 1,800 | D | \$ 19.73 | 1,283,083 | D |
| Common Stock | 03/07/2008 | S | 404 | D | \$ 19.72 | 1,282,679 | D |
| Common Stock | 03/07/2008 | S | 100 | D | \$ 19.715 | 1,282,579 | D |
| Common Stock | 03/07/2008 | S | 500 | D | \$ 19.71 | 1,282,079 | D |
| Common Stock | 03/07/2008 | S | 1,200 | D | \$ 19.7 | 1,280,879 | D |
| Common Stock | 03/07/2008 | S | 500 | D | \$ 19.68 | 1,280,379 | D |
| Common Stock | 03/07/2008 | S | 700 | D | \$ 19.67 | 1,279,679 | D |
| Common Stock | 03/07/2008 | S | 300 | D | \$ 19.6675 | 1,279,379 | D |
| Common Stock | 03/07/2008 | S | 100 | D | \$ 19.66 | 1,279,279 | D |
| Common Stock | 03/07/2008 | S | 100 | D | \$ 19.65 | 1,279,179 | D |
| Common Stock | 03/07/2008 | S | 148 | D | \$ 19.61 | 1,279,031 | D |
| Common Stock | 03/07/2008 | S | 300 | D | \$ 19.57 | 1,278,731 | D |
| Common Stock | 03/07/2008 | S | 52 | D | \$ 19.56 | 1,278,679 | D |
| Common Stock | 03/07/2008 | S | 200 | D | \$ 19.53 | 1,278,479 | D |
| Common Stock | 03/07/2008 | S | 1,300 | D | \$ 19.52 | 1,277,179 | D |
| Common Stock | 03/07/2008 | S | 1,672 | D | \$ 19.51 | 1,275,507 | D |
| Common Stock | 03/07/2008 | S | 36,374 | D | \$ 19.5 | 1,239,133 | D |
| | 03/07/2008 | F ⁽³⁾ | | D | \$ 19.43 | 1,221,139 ⁽¹⁾ | D |

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| | | | | |
|--------------|----------------------|--------|---|--------------------------------------|
| Common Stock | 17,994 <u>(3)</u> | | | |
| Common Stock | | 20,000 | I | As custodian for children <u>(2)</u> |
| 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COLE NEIL C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018 | X | | CEO and President | |

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.

(3) Represents surrender of shares to the issuer in payment of tax liability incident to exercise of options.

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