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

ICONIX BRAND GROUP, INC. Form 4 February 12, 2008 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COLE NEIL Issuer Symbol ICONIX BRAND GROUP, INC. (Check all applicable) [ICON] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O ICONIX BRAND GROUP. 12/26/2007 CEO and President INC., 1450 BROADWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10018 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common 12/26/2007 2,500 D \$0 G V 12,700 D Stock Common 12/31/2007 V 2,500 \$0 10,200 D G D Stock As Common custodian 20,000 I Stock for children (1) Common By 401(K) Ι 15,194 Stock Plan

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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.

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security			Acquired							Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D)							(Instr
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration	or				
							Exercisable	•	Title Number of			
					<u> </u>							
					Code V	(A) (D)				Shares		

### **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	Х		CEO and President				
Signatures							
/s/ Deborah Sorell Stehr, attorney-in-fact	02	/07/2008					

# **Explanation of Responses:**

\*\*Signature of Reporting Person

\* 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).

Date

The filing of this Statement shall not be construed as an admission that the person filing this Statement is, for the purposes of Section 16(1) 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.

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.