

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

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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	

