

ICONIX BRAND GROUP, INC.  
Form 4  
June 09, 2009

**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

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)  
06/09/2009

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

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/09/2009		M		25,000 A \$ 0.9688	1,593,704 (1)	D
Common Stock	06/09/2009		M		139,500 A \$ 1.125	1,733,204 (1)	D
Common Stock	06/09/2009		M		10,125 A \$ 1.125	1,743,329 (1)	D
Common Stock	06/09/2009		M		162,000 A \$ 1.125	1,905,329 (1)	D
Common Stock	06/09/2009		M		10,000 A \$ 1.125	1,915,329 (1)	D

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Common Stock	06/09/2009	M	15,134	A	\$ 1.25	1,903,463 <sup>(1)</sup>	D	
Common Stock	06/09/2009	S	361,759	D	\$ 15	1,568,704 <sup>(1)</sup>	D	
Common Stock	06/09/2009	S	288,241	D	\$ 15	1,280,463 <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)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 0.9688	06/09/2009		M	25,000	02/01/2000 02/01/2010		Common Stock	25,000
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009		M	139,500	07/18/2000 07/18/2010		Common Stock	139,500
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009		M	10,125	07/18/2000 07/18/2010		Common Stock	10,125

Employee Stock Option (right to buy)	\$ 1.125	06/09/2009	M	162,000	07/18/2000	07/18/2010	Common Stock	162,000
Employee Stock Option (right to buy)	\$ 1.125	06/09/2009	M	10,000	07/18/2000	07/18/2010	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 1.25	06/09/2009	M	15,134	08/18/2000	08/18/2010	Common Stock	15,134

## 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		Chairman, President and CEO	

## Signatures

/s/ Warren Clamen,  
attorney-in-fact

06/09/2009

\*\*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 unissued 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.

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.