

ICONIX BRAND GROUP, INC.

Form 4

December 05, 2011

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)
12/01/2011

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 (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 | 12/01/2011 | | M | | 48,700 A \$ 2.75 | 1,766,679 | D |
| Common Stock | 12/01/2011 | | S | | 48,700 (1) D 17.04 (2) | 1,717,979 | D |
| Common Stock | 12/02/2011 | | M | | 99,442 A \$ 2.75 | 1,817,421 | D |
| Common Stock | 12/02/2011 | | S | | 99,442 (1) D 17.04 (3) | 1,717,979 (4) | D |

| | | | |
|--------------|--------|---|------------------------------------------|
| Common Stock | 20,000 | I | As custodian for children ⁽⁵⁾ |
| 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 or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 2.75 | 12/01/2011 | | M | 48,700 | 04/23/2002 04/23/2012 | Common Stock | 48,700 | |
| Employee Stock Option (Right to Buy) | \$ 2.75 | 12/02/2011 | | M | 99,442 | 04/23/2002 04/23/2012 | Common Stock | 99,442 | |

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/ Andrew Tarshis,
Attorney-In-Fact

12/05/2011

__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).

The reported sales transactions were executed pursuant to a Sales Plan with a brokerage firm under Rule 10b5-1 of the Securities

- (1) Exchange Act of 1934. Mr. Cole's 10b5-1 plan was implemented because of the short duration remaining on previously granted ten-year stock options covered by the 10b5-1 plan and applies only to options that expire by their terms on or before May 22, 2012.

The reported sales transactions were executed in multiple trades at prices ranging from \$17.00 to \$17.20. The price reported above

- (2) reflects the weighted average sales price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were affected.

The reported sales transactions were executed in multiple trades at prices ranging from \$17.00 to \$17.24. The price reported above

- (3) reflects the weighted average sales price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were affected.

- (4) Includes 1,181,684 unissued shares underlying RSUs that were granted to the reporting person pursuant to the terms of his 2008 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

- (5) and 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.

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