

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

(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)  
06/09/2009

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)  
Chairman, President and CEO

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 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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**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	Number of Shares
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	

