CLAMEN WARREN

Form 4

November 12, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

burden hours per response... 0.5

> 10% Owner Other (specify

OMB APPROVAL

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

CLAMEN WARREN

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

ICONIX BRAND GROUP, INC.

[ICON]

3. Date of Earliest Transaction (Month/Day/Year)

11/10/2010

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O ICONIX BRAND GROUP,

(First)

(State)

INC., 1450 BROADWAY

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below) EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10018

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 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)

(A) or Code V Amount (D) 11.158

Price

D

Common Stock

11/10/2010

 $F^{(1)}$ D 64,153 (1) 17.85

SEC 1474

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(9-02)

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLAMEN WARREN C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018

EVP, Chief Financial Officer

Signatures

/s/ Warren Clamen 11/11/2010

**Signature of
Reporting Person

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) Represents surrender of shares to the issuer in payment of tax liability incident to the vesting of restricted stock.

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.

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