

ICONIX BRAND GROUP, INC.

Form 4

August 03, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
C/O ICONIX BRAND GROUP,  
INC., 1450 BROADWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2011

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO and President

(Street)  
NEW YORK, NY 10018

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/01/2011		M		87,500	A \$ 2.3	1,805,479 D
Common Stock	08/01/2011		S		87,000 (1)	D \$ 23.1747 (2)	1,718,479 D
Common Stock	08/01/2011		S		500 (1)	D \$ 23.945 (3)	1,717,979 D
Common Stock	08/02/2011		M		87,500	A \$ 2.3	1,805,479 D
	08/02/2011		S			D	1,747,026 D

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Common Stock			58,453 (1)	\$ (4)	21.9045		
Common Stock	08/02/2011	S	29,047 (1)	D	\$ (5)	22.6269	1,717,979 (6) D
Common Stock					20,000	I	As custodian for children (7)
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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SEC 1474  
(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
Employee Stock Option (Right to Buy)	\$ 2.3	08/01/2011		M	87,500	10/26/2001 10/26/2011	Common Stock	87,500
Employee Stock Option (Right to Buy)	\$ 2.3	08/02/2011		M	87,500	10/26/2001 10/26/2011	Common Stock	87,500

## 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/ Neil Cole 08/03/2011

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 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.

(2) The reported sales transactions were executed in multiple trades at prices ranging from \$22.92 to \$23.91. The price reported above 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.

(3) The reported sales transactions were executed in multiple trades at prices ranging from \$23.94 to \$23.95. The price reported above 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) The reported sales transactions were executed in multiple trades at prices ranging from \$21.41 to \$22.41. The price reported above 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.

(5) The reported sales transactions were executed in multiple trades at prices ranging from \$22.42 to \$22.99. The price reported above 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.

(6) 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.

(7) 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 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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