Edgar Filing: TARSHIS ANDREW - Form 4

TADOLIO ANDDEN

Form 4											
February 22,) STATES	SFCU	NTIFS A	ND FY	сна	NCF C	OMMISSION		PROVAL	
		SIAILS		shington,					OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or			F CHAN	IGES IN SECUR		ICIA	AL OWN	ERSHIP OF	Expires: Estimated a burden hour response		
Form 5 obligatio may cont <i>See</i> Instr 1(b).	^{ns} Section 17 uction	(a) of the	Public U		ding Cor	npan	y Act of	Act of 1934, 1935 or Section)	I		
				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
IC			Symbol ICONIX [ICON]	X BRANI	D GROU	JP, IN		(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D C/O ICONIX BRAND GROUP, 02/22/24 INC., 1450 BROADWAY				-				Director 10% Owner Officer (give title Other (specify below) below) Below) EVP and General Counsel			
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	K, NY 10018							Form filed by Mo Person	ore than One Rep	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or	Price \$	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/22/2013			S	5,500	D	23.919 (1)	115,009	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,		Date	Amou Under Secur	le and unt of rlying rities r. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address				Relationships			
		Director	10% Owner	Officer	Other		
TARSHIS ANDREW C/O ICONIX BRAND GRO 1450 BROADWAY NEW YORK, NY 10018	OUP, INC.			EVP and General Counsel			
Signatures							
/s/ Andrew Tarshis	02/22/2013	;					
<u>**</u> Signature of	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 in multiple trades at prices ranging from \$23.91 to \$23.95. The price reported above(1) 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. 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.

Reporting Person