Edgar Filing: TARSHIS ANDREW - Form 4

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Form 4	NDREW										
March 04, 20	013										
FORM	14 UNITED	STATES	SECUE	TTIES A	ND FV	~U л	NCEC	OMMISSION		PROVAL	
	UNITED	SIAILS		shington,			NGEU		OMB Number:	3235-0287	
Check th if no long	7.0 r								Expires:	January 31, 2005	
subject to Section 1 Form 4 o	5 SIALE l6. or	STATEMENT OF CHAN							Estimated a burden hour response	verage	
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17	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 I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol ICONIX BRAND GROUP, INC. [ICON]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
				of Earliest Transaction h/Day/Year) /2013				Director 10% Owner X Officer (give title Other (specify below) below) EVP and General Counsel			
INC., 1450	BROADWAY							L VI and	i Ocherar Coun	1501	
	(Street)		Filed(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	K, NY 10018							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) 2.A. Deem (Month/Day/Year) Execution any (Month/D				4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/28/2013			А	6,410	Α	\$0	121,419	D		
Common Stock	02/28/2013			F <u>(1)</u>	2,209	D	\$ 23.63	119,210	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.

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TARSHIS ANDREW C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018			EVP and General Counsel			
Signatures						

/s/ Andrew 03/04/2013 Tarshis

**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).

(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.