

ICONIX BRAND GROUP, INC.
Form 4
April 03, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEHR DEBORAH SORELL

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Secretary

C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY, 4TH FLOOR

(Street)

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

NEW YORK, NY 10018

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/30/2007 | | M | | 30,000 | A | \$ 3.5 | 39,230 | D | |
| Common Stock | 03/30/2007 | | M | | 35,000 | A | \$ 2.66 | 74,230 | D | |
| Common Stock | 03/30/2007 | | M | | 10,998 | A | \$ 4.82 | 85,228 | D | |
| Common Stock | 03/30/2007 | | S | | 20,885 | D | \$ 20.4 | 64,343 | D | |
| | 03/30/2007 | | S | | 1,100 | D | \$ 20.41 | 63,243 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------------------|--------|---|-------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 03/30/2007 | | S | 1,100 | D | \$ 20.42 | 62,143 | | D |
| Common Stock | 03/30/2007 | | S | 800 | D | \$ 20.43 | 61,343 | | D |
| Common Stock | 03/30/2007 | | S | 500 | D | \$ 20.44 | 60,843 | | D |
| Common Stock | 03/30/2007 | | S | 1,144 | D | \$ 20.45 | 59,699 | | D |
| Common Stock | 03/30/2007 | | S | 30,469 | D | \$ 20.5 | 29,230 | | D |
| Common Stock | 03/30/2007 | | S | 20,000 | D | \$ 20.6822 <u>(1)</u> | 9,230 | | D |
| Common Stock | | | | | | | 9,985 | 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) | \$ 3.5 | 03/30/2007 | | M | 30,000 | <u>(2)</u> 12/07/2008 | Common Stock | 30,000 |
| Employee Stock Option | \$ 2.66 | 03/30/2007 | | M | 35,000 | <u>(3)</u> 08/20/2014 | Common Stock | 35,000 |

(right to buy)

Employee Stock

| | | | | | | | | |
|--------|---------|------------|---|--------|------------|------------|--------------|--------|
| Option | \$ 4.82 | 03/30/2007 | M | 10,998 | 05/24/2005 | 05/24/2014 | Common Stock | 10,998 |
|--------|---------|------------|---|--------|------------|------------|--------------|--------|

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEHR DEBORAH SORELL C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY, 4TH FLOOR NEW YORK, NY 10018 | | | SVP and Secretary | |

Signatures

/s/ Deborah
Sorell Stehr

04/03/2007

**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 average reported price. Of the 20,000 shares reported 1, 289 were sold at \$20.80; 300 at \$20.79, 200 at \$20.78; 100 at \$20.77; 500 at \$20.76; 10,851 at 20.75 and the remaining 6,760 shares were sold at prices ranging from \$2.50 to \$2.59 per share.
 - (2) The option reported originally provided for the purchase of 30,000 shares and vested as to 10,000 shares on each of December 8 1999, 2000 and 2001.
 - (3) The option reported originally provided for the purchase of 40,000 shares and vested as follows :10,000 shares on August 20, 2004; 15,000 shares on August 20, 2005 and 15,000 shares on August 20, 2006.

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.