ICAD INC Form 4 June 27, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

06/25/2008

Stock

1. Name and Address of Reporting Person ** Ferry Kenneth M	2. Issuer Name and Ticker or Trading Symbol ICAD INC [icad]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(===== an appneacie)			
C/O ICAD INC., 98 SPIT BROOK ROAD, SUITE 100	(Month/Day/Year) 06/25/2008	_X Director 10% Owner Officer (give title Other (specification) below) President, CEO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NASHUA, NH 03062	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-D	Derivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		anv	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial

(Instr. 3)		any	Code	(Instr. 3, 4 a	and 5)		Beneficially	(D) or
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)
							Following	(Instr. 4)
							Reported	
					(A)		Transaction(s)	
					or		(Instr. 3 and 4)	
			Code V	Amount	(D)	Price	(mstr. 5 und 1)	
Common	06/05/0000			200,000		Φ.Ω	600,000	ъ

A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

688,000

D

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

(1)

Α

\$0

Ownership (Instr. 4)

Edgar Filing: ICAD INC - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own 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		
Ferry Kenneth M						
C/O ICAD INC.	X		President CEO			
98 SPIT BROOK ROAD, SUITE 100	Λ		President, CEO			
NASHUA, NH 03062						

Signatures

/s/ Annette Heroux, Attorney-in-Fact 06/27/2008

**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).

Date

(1) Restricted stock awards granted pursuant to iCAD's 2007 Stock Incentive Plan.

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 Owners 2