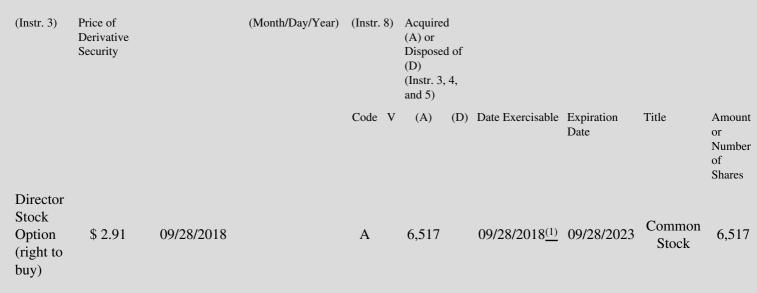
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Goodman Robert Form 4	t L									
October 02, 2018									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-028	37		
Subject to Section 16. Form 4 or Form 5 obligations may continue. Filed pursuant to Section 17(a) of the			F CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES Section 16(a) of the Securities Exchange Act of 193 Public Utility Holding Company Act of 1935 or Sec of the Investment Company Act of 1940					Expires: Estimated burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5	
<i>See</i> Instructior 1(b).	1	30(II)	of the fi	irvestitient	Compan	ly Act of 1	940			
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Goodman Robert L			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) C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 09/28/2018			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) NASHUA, NH 03062			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	(State)	(Zip)	Tah	de I - Non-l	Derivative	Securities A	Person	of or Beneficia	llv Owned	
	ansaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Report or	n a separate line	for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to resp ys a curre	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Goodman Robert L C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062	Х					
Signatures						
/s/Annette Heroux, Attorney-in-Fact	10/02/20)18				
**Signature of Reporting Person	Date					
Explanation of Deenenees						

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) The options are exercisable commencing on the Date of Grant.

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.