

MENDELOW STEVEN
Form 4
June 09, 2009

FORM 4

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

OMB APPROVAL

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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 *
MENDELOW STEVEN

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

KONIGSBERG WOLF & CO, 440
PARK AVE S

06/09/2009

(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 10016

(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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 06/09/2009 | | M | | 5,000 | A | \$ 0.9688 | 40,688 | D | |
| Common Stock | 06/09/2009 | | M | | 10,000 | A | \$ 0.6875 | 50,688 | D | |
| Common Stock | 06/09/2009 | | M | | 25,000 | A | \$ 1.18 | 75,688 | D | |
| Common Stock | 06/09/2009 | | M | | 60,000 | A | \$ 1.72 | 135,688 | D | |
| Common Stock | 06/09/2009 | | S | | 100,000 | D | \$ 15 | 35,688 | D | |

| | | | |
|--------------|--------|---|-------------------|
| Common Stock | 60,750 | I | By C&P Associates |
|--------------|--------|---|-------------------|

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (right to buy) | \$ 0.9688 | 06/09/2009 | | M | 5,000 | 02/01/2000 02/01/2010 | Common Stock | 5,000 | |
| Director Stock Option (right to buy) | \$ 0.6875 | 06/09/2009 | | M | 10,000 | 12/21/2000 12/21/2010 | Common Stock | 10,000 | |
| Director Stock Option (right to buy) | \$ 1.18 | 06/09/2009 | | M | 25,000 | 12/10/2002 12/10/2012 | Common Stock | 25,000 | |
| Director Stock Option (right to buy) | \$ 1.72 | 06/09/2009 | | M | 60,000 | <u>(1)</u> 09/19/2013 | Common Stock | 60,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MENDELOW STEVEN
KONIGSBERG WOLF & CO X
440 PARK AVE S
NEW YORK, NY 10016

Signatures

/s/ Warren Clamen,
attorney-in-fact 06/09/2009

__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) The option reported originally provided for the purchase of 150,000 shares and vested as to 75,000 on 09/19/2003 and 75,000 on 09/19/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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