

TARSHIS ANDREW  
Form 4  
December 11, 2007

**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 \*  
TARSHIS ANDREW

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)  
12/10/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP and General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/10/2007		M		40,000	A	\$ 8.81
Common Stock	12/10/2007		S		3,500	D	\$ 22.25
Common Stock	12/10/2007		S		1,700	D	\$ 22.26
Common Stock	12/10/2007		S		1,600	D	\$ 22.27
	12/10/2007		S		3,177	D	
							61,000
							57,500
							55,800
							54,200
							51,023

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Common Stock						\$ 22.28		
Common Stock	12/10/2007	S	1,805	D	\$ 22.29	49,218	D	
Common Stock	12/10/2007	S	3,700	D	\$ 22.3	45,518	D	
Common Stock	12/10/2007	S	218	D	\$ 22.31	45,300	D	
Common Stock	12/10/2007	S	3,000	D	\$ 22.32	42,300	D	
Common Stock	12/10/2007	S	994	D	\$ 22.33	41,306	D	
Common Stock	12/10/2007	S	706	D	\$ 22.34	40,600	D	
Common Stock	12/10/2007	S	600	D	\$ 22.36	40,000	D	
Common Stock	12/10/2007	S	500	D	\$ 22.38	39,500	D	
Common Stock	12/10/2007	S	1,000	D	\$ 22.4	38,500	D	
Common Stock	12/10/2007	S	500	D	\$ 22.44	38,000	D	
Common Stock	12/10/2007	S	491	D	\$ 22.45	37,509	D	
Common Stock	12/10/2007	S	509	D	\$ 22.46	37,000	D	
Common Stock	12/10/2007	S	1,500	D	\$ 22.49	35,500	D	
Common Stock	12/10/2007	S	1,300	D	\$ 22.5	34,200	D	
Common Stock	12/10/2007	S	2,201	D	\$ 22.51	31,999	D	
Common Stock	12/10/2007	S	1,800	D	\$ 22.52	30,199	D	
Common Stock	12/10/2007	S	4,279	D	\$ 22.53	25,920	D	
Common Stock	12/10/2007	S	2,620	D	\$ 22.54	23,300	D	
Common Stock	12/10/2007	S	526	D	\$ 22.55	22,774	D	
	12/10/2007	S	600	D		22,174	D	

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Common Stock					\$ 22.56		
Common Stock	12/10/2007	S	700	D	\$ 22.57	21,474	D
Common Stock	12/10/2007	S	200	D	\$ 22.58	21,274	D
Common Stock	12/10/2007	S	2,200	D	\$ 22.59	19,074	D
Common Stock	12/10/2007	S	400	D	\$ 22.6	18,674	D
Common Stock	12/10/2007	S	100	D	\$ 22.61	18,574	D

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
Employee Stock Option (right to buy)	\$ 8.81	12/10/2007		M	40,000	12/31/2005	07/22/2015	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TARSHIS ANDREW C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY, 4TH FLOOR			SVP and General Counsel	

NEW YORK, NY 10018

## Signatures

/s/ Deborah Sorell Stehr,  
attorney-in-fact

12/11/2007

\_\_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).

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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