

ICONIX BRAND GROUP, INC.

Form 4

October 31, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
BLUMBERG DAVID

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)
10/30/2014

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

C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY

(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 | 10/30/2014 | | M | | 30,000 | A | \$ 20.02 |
| | | | | | | | 147,097 |
| Common Stock | 10/30/2014 | | S | | 30,000 | D | \$ 39.9894 |
| | | | | | | | (1) |
| Common Stock | 10/30/2014 | | S | | 8,157 | D | \$ 39.8202 |
| | | | | | | | (2) |
| | | | | | | | 108,940 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) | \$ 20.02 | 10/30/2014 | | M | 30,000 | 12/17/2007 12/17/2014 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| BLUMBERG DAVID C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY NEW YORK, NY 10018 | | | | See Remarks |

Signatures

/s/ Brian
Snyderman 10/31/2014

**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).

The reported securities were executed in multiple trades with prices ranging between \$39.84 and \$40.19, with an average price of \$39.9894 per share. The reporting person hereby undertakes to provide, upon request, to the SEC Staff, the Issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.

The reported securities were executed in multiple trades with prices ranging between \$39.72 and \$39.89, with an average price of \$39.8202 per share. The reporting person hereby undertakes to provide, upon request, to the SEC Staff, the Issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.

Remarks:

Executive Vice President - Head of Strategic Investment

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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