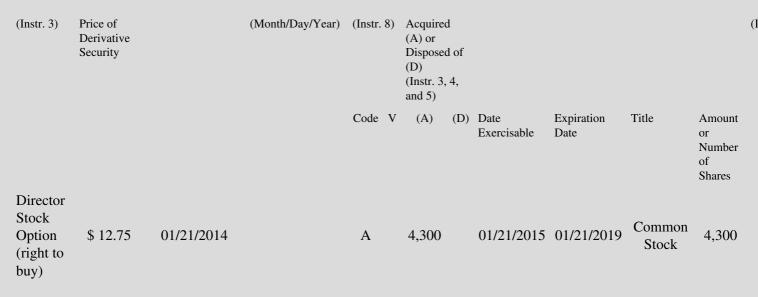
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ICAD INC Form 4 January 23, 2014									
FORM 4 UNITED) STATES		RITIES An ashington			COMMISSIO	N OMB Number:	PPROVAL 3235-0287 January 31,	
Section 16. Form 4 or	MENT OI	F CHANGES IN BENEFICIAL O SECURITIES				WNERSHIP OF	Estimated	timated average rden hours per	
abligations	(a) of the I	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Responses)									
1. Name and Address of Reporting HOWARD DR LAWRENC	2. Issuer Name and Ticker or Trading Symbol ICAD INC [icad]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)			
C/O ICAD, INC., 98 SPIT I ROAD, SUITE 100	BROOK	(Month/ 01/21/2	Day/Year) 2014			X Director Officer (give below)	ve title Oth below)	% Owner her (specify	
(Street)		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				
NASHUA, NH 03062	(7)					Person			
(City) (State)	(Zip)					cquired, Disposed			
1.Title of Security (Instr. 3)2. Transaction Data (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(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 Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate lin	ne for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
				inforı requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HOWARD DR LAWRENCE C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062	Х					
Signatures						
/s/Annette Heroux, Attorney-in-Fact	01/23/20)14				
**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. 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.