

BLUMBERG DAVID  
 Form 4  
 January 04, 2012

**FORM 4**

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

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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(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)

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

(Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/31/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP - Head of Strategic Dev.**

**NEW YORK, NY 10018**

(City) (State) (Zip)

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

**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                    | 12/31/2011                           |  | A                              |   | 35,826  | A  | \$ 0  | 35,826 |  | D |                                      |
| Common Stock                    | 12/31/2011                           |  | F <sup>(1)</sup>               |   | 12,976  | D  | \$ 16.34  | 22,850 |  | D |                                      |
| Common Stock                    |                                      |  |                                |   |   |  |   | 13,000 |  | I | By<br>Blumberg<br>Associates,<br>LLC |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| BLUMBERG DAVID<br>C/O ICONIX BRAND GROUP, INC.<br>1450 BROADWAY<br>NEW YORK, NY 10018 |               |           | EVP - Head of Strategic Dev. |       |

## Signatures

/s/ David  
Blumberg  
01/04/2012

\*\*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) Represents surrender of shares to the issuer in payment of tax liability incident to the vesting of restricted stock.

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.