ANDREWS MARK

Form 4

October 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

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may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ANDREWS MARK**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

Castle Brands Inc [ROX] 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

10/14/2011

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

C/O CASTLE BRANDS INC., 122 WEST 42ND ST, SUITE 4700

(First)

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10168

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Am Nur Sha
10% Series A Convertible Preferred Stock	\$ 0.304	10/14/2011		P	209.1918	10/14/2011	<u>(1)</u>	Common Stock	68
10% Series A Convertible Preferred Stock	\$ 0.304	10/14/2011		P	100	10/14/2011	<u>(1)</u>	Common Stock	32
Common Stock Purchase Warrants	\$ 0.38	10/14/2011		P	344,066	10/14/2011	10/14/2016	Common Stock	34
Common Stock Purchase Warrants	\$ 0.38	10/14/2011		P	164,474	10/14/2011	10/14/2016	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships					
-	Director	10% Owner	Officer	Other		
ANDREWS MARK C/O CASTLE BRANDS INC. 122 WEST 42ND ST, SUITE 4700 NEW YORK, NY 10168	X					

Signatures

/s/ Mark
Andrews

10/17/2011

**Signature of 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 Series A Convertible Preferred Stock has no expiration date.
- Does not include shares of Common Stock issuable as dividends on the Series A Convertible Preferred Stock upon its conversion or a liquidation of the issuer, which dividends accrue at the rate of 10% per annum.

Reporting Owners 2

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(3) The Common Stock Purchase Warrants were issued to the reporting person as part of the purchase of the shares of Series A Convertible Preferred Stock reported in this Form 4.

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.