

MENDELOW STEVEN  
 Form 4  
 June 09, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
 MENDELOW STEVEN

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)  
 KONIGSBERG WOLF & CO, 440  
 PARK AVE S  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/09/2009

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

NEW YORK, NY 10016

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

(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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	06/09/2009		M		5,000	A	\$ 0.9688	40,688	D	
Common Stock	06/09/2009		M		10,000	A	\$ 0.6875	50,688	D	
Common Stock	06/09/2009		M		25,000	A	\$ 1.18	75,688	D	
Common Stock	06/09/2009		M		60,000	A	\$ 1.72	135,688	D	
Common Stock	06/09/2009		S		100,000	D	\$ 15	35,688	D	

Common Stock	60,750	I	By C&P Associates
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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.**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Director Stock Option (right to buy)	\$ 0.9688	06/09/2009		M	5,000	02/01/2000 02/01/2010	Common Stock	5,000	
Director Stock Option (right to buy)	\$ 0.6875	06/09/2009		M	10,000	12/21/2000 12/21/2010	Common Stock	10,000	
Director Stock Option (right to buy)	\$ 1.18	06/09/2009		M	25,000	12/10/2002 12/10/2012	Common Stock	25,000	
Director Stock Option (right to buy)	\$ 1.72	06/09/2009		M	60,000	<u>(1)</u> 09/19/2013	Common Stock	60,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

