

EMANUEL BARRY  
Form 4  
December 14, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
EMANUEL BARRY

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)

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

COPEN ASSOC, ONE WEST 37TH ST 10TH FLR

12/12/2005

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |                                   |
| Common Stock                    | 12/12/2005                           |  | S                              | 300 D \$ 10.46  | 86,123 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/12/2005                           |  | S                              | 2,500 D \$ 10.45  | 83,623 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/12/2005                           |  | S                              | 100 D \$ 10.44  | 83,523 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/12/2005                           |  | S                              | 500 D \$ 10.43  | 83,023 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/12/2005                           |  | S                              | 100 D \$ 10.41  | 82,923 <sup>(1)</sup>   | D  |                                   |

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|              |            |  |   |       |   |          |                       |   |
|--------------|------------|--|---|-------|---|----------|-----------------------|---|
| Common Stock | 12/12/2005 |  | S | 100   | D | \$ 10.4  | 82,823 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 1,000 | D | \$ 10.36 | 81,823 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 1,900 | D | \$ 10.33 | 79,923 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 300   | D | \$ 10.31 | 79,623 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 600   | D | \$ 10.3  | 79,023 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 500   | D | \$ 10.29 | 78,523 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 300   | D | \$ 10.28 | 78,223 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 300   | D | \$ 10.26 | 77,923 <sup>(1)</sup> | D |
| Common Stock | 12/12/2005 |  | S | 1,500 | D | \$ 10.25 | 76,423 <sup>(1)</sup> | D |
| Common Stock | 12/13/2005 |  | S | 2,400 | D | \$ 10.27 | 74,023 <sup>(1)</sup> | D |
| Common Stock | 12/13/2005 |  | S | 405   | D | \$ 10.26 | 73,618 <sup>(1)</sup> | D |
| Common Stock | 12/13/2005 |  | S | 2,195 | D | \$ 10.25 | 71,423 <sup>(1)</sup> | D |

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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**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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   |  | Title   |  |  |

|             |            |        |
|-------------|------------|--------|
| Date        | Expiration | Amount |
| Exercisable | Date       | or     |
|             |            | Number |
|             |            | of     |
|             |            | Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EMANUEL BARRY<br>COPEN ASSOC<br>ONE WEST 37TH ST 10TH FLR<br>NEW YORK, NY 10018 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Deborah Sorell Stehr,<br>Attorney-in-fact | 12/14/2005 |
|---|------------|

\_\_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 amount of securities beneficially owned by the reporting person has been revised to include the acquisition of shares of the issuer's (1) common stock previously received by the reporting person in exchange for his shares of New Retail Concepts Inc. ("NRC") common stock as a result of the acquisition of NRC by the issuer in August 1998.

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.