

EMANUEL BARRY

Form 4

December 14, 2005

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

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(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)
COPEN ASSOC, ONE WEST 37TH
ST 10TH FLR

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2005

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

(Street)
NEW YORK, NY 10018

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 (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	12/12/2005		S		300	D \$ 10.46	86,123 <u>(1)</u>	D	
Common Stock	12/12/2005		S		2,500	D \$ 10.45	83,623 <u>(1)</u>	D	
Common Stock	12/12/2005		S		100	D \$ 10.44	83,523 <u>(1)</u>	D	
Common Stock	12/12/2005		S		500	D \$ 10.43	83,023 <u>(1)</u>	D	
Common Stock	12/12/2005		S		100	D \$ 10.41	82,923 <u>(1)</u>	D	

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Common Stock	12/12/2005	S	100	D	\$ 10.4	82,823 ⁽¹⁾	D
Common Stock	12/12/2005	S	1,000	D	\$ 10.36	81,823 ⁽¹⁾	D
Common Stock	12/12/2005	S	1,900	D	\$ 10.33	79,923 ⁽¹⁾	D
Common Stock	12/12/2005	S	300	D	\$ 10.31	79,623 ⁽¹⁾	D
Common Stock	12/12/2005	S	600	D	\$ 10.3	79,023 ⁽¹⁾	D
Common Stock	12/12/2005	S	500	D	\$ 10.29	78,523 ⁽¹⁾	D
Common Stock	12/12/2005	S	300	D	\$ 10.28	78,223 ⁽¹⁾	D
Common Stock	12/12/2005	S	300	D	\$ 10.26	77,923 ⁽¹⁾	D
Common Stock	12/12/2005	S	1,500	D	\$ 10.25	76,423 ⁽¹⁾	D
Common Stock	12/13/2005	S	2,400	D	\$ 10.27	74,023 ⁽¹⁾	D
Common Stock	12/13/2005	S	405	D	\$ 10.26	73,618 ⁽¹⁾	D
Common Stock	12/13/2005	S	2,195	D	\$ 10.25	71,423 ⁽¹⁾	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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(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 Following Report Transaction (Instr. 10)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

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

Signatures

/s/ Deborah Sorell Stehr, Attorney-in-fact	12/14/2005
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__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.

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