

ICAD INC
Form 4
September 23, 2016

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 *
HOWARD DR LAWRENCE

(Last) (First) (Middle)

98 SPIT BROOK RD. STE. 100

(Street)

NASHUA, NH 03062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICAD INC [ICAD]

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/22/2016		M		750	A	\$ 2.25
Common Stock	09/22/2016		M		750	A	\$ 3.1
Common Stock	09/22/2016		M		5,000	A	\$ 3.75
Common Stock	09/22/2016		M		750	A	\$ 2.8
Common Stock	09/22/2016		M		750	A	\$ 2
	09/22/2016		M		1,500	A	

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Common Stock						\$ 2.15			
Common Stock	09/22/2016		M	750	A	\$ 2	467,871	D	
Common Stock	09/22/2016		M	750	A	\$ 2	468,621	D	
Common Stock							75,300	I	Son
Common Stock							75,300	I	Daughter
Common Stock							2,300	I	Spouse

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

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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. Amount or Number of Shares
Option (right to buy)	\$ 2.25	09/22/2016		M	750	04/20/2012 04/20/2017	Common Stock	750
Option (right to buy)	\$ 3.1	09/22/2016		M	750	10/20/2011 10/20/2016	Common Stock	750
Option (right to buy)	\$ 3.75	09/22/2016		M	5,000	11/14/2011 11/14/2016	Common Stock	5,000
Option (right to buy)	\$ 2.8	09/22/2016		M	750	01/20/2012 01/20/2017	Common Stock	750

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Option (right to buy)	\$ 2	09/22/2016	M	750	07/20/2012	07/20/2017	Common Stock	750
Option (right to buy)	\$ 2.15	09/22/2016	M	1,500	08/13/2012	08/13/2017	Common Stock	1,500
Option (right to buy)	\$ 2	09/22/2016	M	750	10/22/2012	10/22/2017	Common Stock	750
Option (right to buy)	\$ 2	09/22/2016	M	750	10/22/2012	10/22/2017	Common Stock	750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD DR LAWRENCE 98 SPIT BROOK RD. STE. 100 NASHUA, NH 03062				

Signatures

/s/Annette Heroux,
Attorney-in-fact

09/23/2016

**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).

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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