

Subramaniam Somu
Form 4
January 04, 2011

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 *
Subramaniam Somu

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2010

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

C/O ICAD INC, 98 SPIT BROOK ROAD SUITE 100

(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

NASHUA, NH 03062

(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	12/30/2010		A		1,852,480 (1)	A	1,852,480	I	By New Science Ventures

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)

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Table with columns: 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). Row 1: Director Stock Option, \$ 1.4, 12/30/2010, A, 25,000, 12/30/2010, 12/30/2015, Common Stock, 25,000.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: Subramaniam Somu, C/O ICAD INC, 98 SPIT BROOK ROAD SUITE 100, NASHUA, NH 03062, Director (X).

Signatures

/s/Annette Heroux, Attorney-in-Fact, 01/04/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
**(1) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). The reported shares were acquired pursuant to the terms of the agreement and plan of merger pursuant to which on December 30, 2010 Xoft, Inc. was merged into a wholly-owned subsidiary of the issuer. The agreement and plan of merger, which was entered into on December 15, 2010, placed a value on the issuer's common stock of \$1.4010 a share, based on the average of the closing sale price of the issuer's common stock over the thirty trading days immediately preceding the closing date. A portion of the shares reported herein are subject to an escrow agreement which provides for the placement in escrow of certain of the shares issued in the merger. The escrowed shares are subject to forfeiture during the 15 month period following the merger to secure potential post-closing indemnification obligations of the Xoft stockholders.

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.