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Brem Rachel Form 4 August 15, 201	12										
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed pur ue. Section 17(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 Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> Brem Rachel			2. Issuer Name and Ticker or Trading Symbol ICAD INC [icad]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (I	(Middle) 3. Date of Earliest Transaction					(Check an appreador)				
C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100			(Month/Day/Year) 08/13/2012			X_ Director10% Owner Officer (give titleOther (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
NASHUA, NI	H 03062						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)		
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	1	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code '	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 0.43	08/13/2012		A		16,965		08/13/2012	08/13/2017	Common Stock	16,965

Reporting Owners

Reporting Owner Name / Address				
I G G G G G G G G G G G G G G G G G G G	Director	10% Owner	Officer	Other
Brem Rachel C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062	х			
Signatures				
/s/Annette Heroux, Attorney-in-Fact	08/15/20	012		
**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. 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.