

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	458,371	D	
Common Stock	09/22/2016		M		750	A	\$ 3.1	459,121	D	
Common Stock	09/22/2016		M		5,000	A	\$ 3.75	464,121	D	
Common Stock	09/22/2016		M		750	A	\$ 2.8	464,871	D	
Common Stock	09/22/2016		M		750	A	\$ 2	465,621	D	
	09/22/2016		M		1,500	A		467,121	D	

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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

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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