

ICAD INC  
Form 4  
September 03, 2008

**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 \*  
SALLAM MAHA

(Last) (First) (Middle)

C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 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)  
08/13/2008

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)

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)			
Common Stock	08/13/2008		G	V	10,000	D	\$ 0	1,216,831	D
Common Stock	09/02/2008		S <sup>(1)</sup>		700	D	\$ 4.33	1,216,131	D
Common Stock	09/02/2008		S <sup>(1)</sup>		1,300	D	\$ 4.34	1,214,831	D
Common Stock	09/02/2008		S <sup>(1)</sup>		3,100	D	\$ 4.35	1,211,731	D
Common Stock	09/02/2008		S <sup>(1)</sup>		600	D	\$ 4.36	1,211,131	D

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Common Stock	09/02/2008	S <sup>(1)</sup>	1,400	D	\$ 4.37	1,209,731	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	700	D	\$ 4.38	1,209,031	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	1,100	D	\$ 4.39	1,207,931	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	700	D	\$ 4.4	1,207,231	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	2,600	D	\$ 4.41	1,204,631	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	1,000	D	\$ 4.42	1,203,631	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	3,000	D	\$ 4.43	1,200,631	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	2,100	D	\$ 4.44	1,198,531	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	400	D	\$ 4.45	1,198,131	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	4,800	D	\$ 4.46	1,193,331	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	4,100	D	\$ 4.47	1,189,231	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	1,700	D	\$ 4.48	1,187,531	D	
Common Stock	09/02/2008	S <sup>(1)</sup>	700	D	\$ 4.49	1,186,831	D	
Common Stock						183,625	I	By Spouse

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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SALLAM MAHA  
C/O ICAD, INC.  
98 SPIT BROOK ROAD, SUITE 100  
NASHUA, NH 03062

X

## Signatures

/s/Annette Heroux,  
Attorney-in-Fact

09/03/2008

\_\_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).
- (1) This sale was made pursuant to a trading plan previously entered into by the reporting person and complies with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.

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.