ICAD INC Form 4 January 21, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and A RAPPAPOR	Symbol	2. Issuer Name and Ticker or Trading Symbol ICAD INC [icad]				5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O ICAD. I ROAD, SUI	INC., 98 SPIT BR	Giddle) 3. Date of (Month/I	f Earliest Tr Day/Year)				(Che _X_ Director Officer (give below)		e) Owner er (specify
	(Street)		endment, Da nth/Day/Year	_			6. Individual or J Applicable Line) _X_ Form filed by Form filed by		erson
NASHUA, N		Zip) Tab	le I - Non-D	erivative S	Securi	ties Acc	Person quired, Disposed of	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code	4. Securion(A) or Do (D) (Instr. 3,	ties Adisposed 4 and (A) or	cquired d of 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)
Common	01/15/2015		M	4,123	A	\$ 7.45	58,183	D	

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.

SEC 1474

(9-02)

7.45

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: ICAD INC - Form 4

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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 7.45	01/15/2015		M	4,123	01/20/2010	01/20/2015	Common Stock	4,123

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting of mer runner runners	Director	10% Owner	Officer	Other	
RAPPAPORT STEVEN N C/O ICAD. INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062	X				

Signatures

/s/Annette Heroux, Attorney-in-Fact

01/21/2015

**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.

Reporting Owners 2