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Form 4											
February 09											
FORM	UNITED	STATES		RITIES An ashington			COMMISSIO		PPROVAL 3235-0287 January 31,		
Check th if no long	ger STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
subject to Section 16. Form 4 or								Estimated burden hou response	irs per		
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17	a) of the l	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u>*</u> Go Jonathan			2. Issuer Name and Ticker or Trading Symbol ICAD INC [icad]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100			(Month/Day/Year) 02/07/2012				Director 10% Owner X_ Officer (give title Other (specify below) below) Senior VP of R&D				
(Street) NASHUA, NH 03062			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 					
(City)	(State)	(Zip)	Tak	ale I - Non-	Dorivativa	Securities A	Person	of or Banaficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (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		
Reminder: Rep	port on a separate line	for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to resp nys a curre	or indirectly. 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	Transacti	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)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 0.58	02/07/2012		A		100,000		<u>(1)</u>	02/07/2022	Common Stock	100,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
Go Jonathan C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062			Senior VP of R&D					
Signatures								
/s/Annette Heroux, Attorney-in-Fact	02/07/20)12						

**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) The options are exercisable in three equal annual installments beginning February 7, 2013.

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.