

ANDREWS MARK

Form 4

August 18, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDREWS MARK

(Last) (First) (Middle)

C/O CASTLE BRANDS INC., 122
WEST 42ND ST, SUITE 4700

(Street)

NEW YORK, NY 10168

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Castle Brands Inc [ROX]

3. Date of Earliest Transaction
(Month/Day/Year)

08/16/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/16/2010		P		900 A \$ 0.39	1,718,058 ⁽¹⁾	D
Common Stock	08/16/2010		P		9,100 A \$ 0.39	1,727,158 ⁽¹⁾	D
Common Stock	08/17/2010		P		7,200 A \$ 0.38	1,734,358 ⁽¹⁾	D
Common Stock	08/17/2010		P		28 A \$ 0.39	1,734,386 ⁽¹⁾	D
Common Stock	08/17/2010		P		2,772 A \$ 0.39	1,737,158 ⁽¹⁾	D

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Common Stock	08/18/2010	P	100	A	\$ 0.38	1,737,258 ⁽¹⁾	D
Common Stock	08/18/2010	P	4,000	A	\$ 0.39	1,741,258 ⁽¹⁾	D
Common Stock	08/18/2010	P	5,400	A	\$ 0.39	1,746,658 ⁽¹⁾	D
Common Stock	08/18/2010	P	200	A	\$ 0.39	1,746,858 ⁽¹⁾	D
Common Stock	08/18/2010	P	200	A	\$ 0.38	1,747,058 ⁽¹⁾	D
Common Stock	08/18/2010	P	100	A	\$ 0.38	1,747,158 ⁽¹⁾	D

Common Stock 1,183,079 I By Knappogue Corp. ⁽²⁾

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDREWS MARK C/O CASTLE BRANDS INC.	X

122 WEST 42ND ST, SUITE 4700
NEW YORK, NY 10168

Signatures

/s/ Mark
Andrews

08/18/2010

____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) Includes shares of Common Stock held jointly with the reporting person's spouse.
- (2) The reporting person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

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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