Castle Brands Inc Form 4 May 22, 2009

#### FORM 4

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

**OMB APPROVAL OMB** 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

X Form filed by More than One Reporting

below)

January 31, 2005

Estimated average burden hours per

response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Street)

(State)

1(b).

FROST PHILLIP MD ET AL			Symbol	Issuer		
			Castle Brands Inc [ROX]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(* · · · · · · · · · · · · · · · · · · ·		
			(Month/Day/Year)	X DirectorX 10% Owner		
4400 BISCA	YNE		05/22/2009	Officer (give title Other (specify		

2. Issuer Name and Ticker or Trading

4400 BISCAYNE 05/22/2009 below) **BOULEVARD, SUITE 1500** 

(Zin)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person

**MIAMI, FL 33137** 

(City)

(City)	(State)	Ta	ble I - Non	-Derivative Securities Acqu	ired, Disposed o	f, or Benefici	ially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	oror Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
					D . 1	(T)	

(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(,		
									Frost
Common	05/02/2000		ъ	0.110.076		\$	00 (47 055	_	Gamma

Common	05/22/2009	D	2 110 276 A	\	\$	22 647 355	т	Gamma
Stock	03/22/2009	Г	2,110,376 A	<b>1</b> (	0.18	22,047,333	1	Investments
								Trust (1)

Common	500 776	D
Stock	599,776	ע

			Frost
Common	9,370,790	T	Nevada
Stock	9,570,790	1	Investments

Trust (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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration	m: .1	or	
						Exercisable	Date	Title	Number	
				~	(1) (T)				of	
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner name / name is	Director	10% Owner	Officer	Other			
FROST PHILLIP MD ET AL 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137	X	X					
Frost Gamma Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137		X					
Frost Nevada Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137		X					

## **Signatures**

/s/ Phillip Frost, M.D.	05/22/2009
**Signature of Reporting Person	Date
FROST GAMMA INVESTMENTS TRUST by: /s/ Phillip Frost, MD, Trustee	05/22/2009
**Signature of Reporting Person	Date
	05/22/2009

Reporting Owners 2

#### Edgar Filing: Castle Brands Inc - Form 4

FROST NEVADA INVESTMENTS TRUST by: /s/ Phillip Frost, MD, Trustee

\*\*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).

The securities are held by Frost Gamma Investments Trust, of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of the Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general

- (1) partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These securities are held by Frost Nevada Investments Trust, of which the Reporting Person is the trustee and Frost-Nevada, L.P. is the sole and exclusive beneficiary. The Reporting Person is one of five limited partners of Frost-Nevada, L.P. and the sole shareholder of Frost-Nevada Corporation, the sole general partner of Frost-Nevada, L.P.

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.

Signatures 3