

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer
Pursuant to Rule 13a - 16 under
the Securities Exchange Act of 1934**

For the month of July, 2008

ICON plc

(Registrant's name)

0-29714

(Commission file number)

South County Business Park, Leopardstown, Dublin 18, Ireland.
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82 N/A

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
99.1	Letter to Shareholders of ICON plc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ICON plc

Date: July 9, 2008

/s/ Ciaran Murray

Ciaran Murray
Chief Financial Officer

Letter to Shareholders of ICON plc.

Dear All

Following feedback from some of our shareholders regarding certain provisions in our proposed share award plans we have agreed to recommend to the Board the following amendments to the plans in the next twelve months. We will recommend to our Board that the 2008 Employees Restricted Share Unit Plan be amended to state that the minimum vesting period for awards will be no less than 3 years, if the award is based on the passage of time, and 1 year if the award is based on performance. We will also recommend to the Board that the Employee Share Option Plan 2008 and the Consultants Share Option Plan 2008 be amended to state that the vesting of awards may only be accelerated in the event of death, disability, retirement or change of control, or to comply with legal requirements.

Regards

/s/ Peter Gray
CEO
ICON plc