

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934**

For the month of July, 2007

Commission File Number 0-29714

ICON plc

(Translation of registrant's name into English)

South County Business Park, Leopardstown, Dublin 18, Ireland

(Address of principal executive office)

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

Form 20-F Form 40-F

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

Yes No

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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

Yes No

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant 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): N/A

This Report of Foreign Issuer on Form 6-K is hereby incorporated by reference into the Form F-3 Registration Statement of ICON plc (Registration No. 333-133371), and in the prospectus contained therein, and this report on Form 6-K shall be deemed a part of such registration statement from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished by ICON plc under the Securities Act of 1933 or the Securities Exchange Act of 1934.

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
99.1	Notice of Annual General Meeting of ICON plc dated June 25, 2007 with Form of Proxy and Attendance Card
99.2	Proxy Card

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, thereunto duly authorized.

ICON plc

By: /s/ Ciaran Murray
Ciaran Murray
Chief Financial Officer

Date: July 16, 2007

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should consult with your independent financial adviser who, if you are taking advice in Ireland, is authorised or exempted under the Stock Exchange Act, 1995 or the Investment Intermediaries Act, 1995.

If you have sold or transferred your entire holding of ordinary shares in ICON plc (“ICON” or “the Company”), please pass this document, together with the attached proxy form, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected, for transmission to the purchaser or transferee as soon as possible.

ICON has a secondary listing on The Irish Stock Exchange. For this reason, ICON is not subject to the same ongoing regulatory requirements as those which would apply to an Irish company with a primary listing on the Irish Stock Exchange including the requirement that certain transactions require the approval of shareholders. For further information, shareholders should consult their own financial adviser.

ICON PLC

(Incorporated in Ireland with limited liability under the Companies Acts, 1963 to 1986. Registered No. 145835)

Directors:

Dr. John Climax, (Chairman)
Peter Gray, (Chief Executive Officer)
Dr. Ronan Lambe*,
Thomas Lynch, *
Edward Roberts, *
Shuji Higuchi, *
Bruce Given, *

* Non-Executive

South County Business Park,
Leopardstown,
Dublin 18,
Ireland.

25th June, 2007

To all ICON Shareholders

NOTICE OF ANNUAL GENERAL MEETING
OF
ICON PLC

Dear Shareholder,

I am writing to you to outline the background to the Resolutions to be proposed at the forthcoming Annual General Meeting of ICON plc (“AGM”), each of which the Board of Directors (“Board” or the “Directors”) is recommending you approve.

Your attention is drawn to the notice of AGM set out on page 4 of this document, which will be held at The Pavilion, Leopardstown Racecourse, Leopardstown, Dublin 18 on the 23rd day of July, 2007 at 10.00 a.m.

AGM

Resolutions 1-4 in the enclosed notice set out the usual business to be transacted at the AGM. In addition, your Board proposes, as special business, Resolutions 5-7, which are summarised below.

Resolution 5 - General Authority to allot shares

Resolution 5 proposes to give the Directors a general authority under Section 20 of the Companies (Amendment) Act, 1983 for a period of 1 year to allot shares up to an amount equal to the present authorised but unissued share capital of the Company.

Resolution 6 – The dis-application of statutory pre-emption rights

Resolution 6 will give the Directors power under Section 24 of the Companies (Amendment) Act, 1983 to allot shares for cash without first offering them to holders of Ordinary Shares pro-rata to their respective shareholdings. Resolution 6 is conditional upon the passing of Resolution 5 and follows the established best practice of renewing such authority on an annual basis.

Resolution 7 – Authorisation of Market Purchases of the Company’s Shares and Re-issue of Treasury Shares

Resolution 7 proposes to authorise the Company or any of its subsidiaries to purchase up to 10% of the Company’s shares on the market. This authority will expire on the earlier of the date of the Annual General Meeting for 2007 or 18 months from the date of the passing of the Resolution. The Directors do not have any current intention of exercising the Company’s authority to purchase its own shares and would only do so following careful consideration and at price levels which the Directors consider to be in the best interests of Shareholders generally.

Under the terms of Resolution 7, the minimum price which may be paid for any of the Company’s own shares is an amount equal to the nominal value of the shares and the maximum price which may be paid is up to an amount equal to 105% of the then average market price of the shares.

Resolution 7 also provides that where the Company shares have been purchased or redeemed and are held as Treasury Shares these shares may be re-issued off market at a maximum price of 120% of the Market Price (as defined in the Resolution) and the minimum price of 95% of the Market Price. The determination of the re-issued price range will expire on the earlier of the date of the Annual General Meeting 2007 or 18 months from the date of the passing of the Resolution.

FURTHER ACTION

A Form of Proxy for use at the AGM is attached. You are requested to complete, sign and return the Form of Proxy as soon as possible whether or not you propose to attend the meeting in person. To be valid the Form of Proxy must be deposited with the Company’s Registrars, **Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18** not less than 48 hours before the time appointed for the meeting. The completion and lodging of the Form of Proxy will not prevent you from attending and voting in person at the meeting should you so wish.

RECOMMENDATION

Your Board believes that the Resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do so themselves in respect of all the Ordinary Shares held or beneficially owned by them amounting in total to 3,167,168 Ordinary Shares on 31st March 2007, representing approximately 11.1% of issued ordinary share capital of the Company.

Yours sincerely,

/s/ Dr. John Climax
Dr. John Climax,
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at The Pavilion, Leopardstown Racecourse, Leopardstown, Dublin 18 on 23rd day of July, 2007 at 10.00 a.m.

ORDINARY BUSINESS

1. To receive and consider the accounts for the year ended 31st December, 2006 and the reports of the Directors and auditors thereon.
2. To re-elect Mr. Thomas Lynch who retires as a Director in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-elect Mr. Bruce Given who retires as a Director in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To authorise the Directors to fix the remuneration of the auditors.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions

5. As an ordinary resolution:

“That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 20 of the Companies (Amendment) Act, 1983) up to an aggregate nominal amount not exceeding the present authorised unissued capital of the Company; provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.”

6. As a special resolution:

“That, subject to the passing of Resolution 5, the Directors be and are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (as defined in Section 23 of that Act) as if the provisions of sub-section (1) of the said Section 23 did not apply to any such allotment; provided that this exclusion of the applicability of section 23(1) of the Companies (Amendment) Act, 1983 shall expire at the conclusion of the next annual general meeting of the Company save that if before such expiry the Company has offered or agreed to allot equity securities, those equity securities may be allotted pursuant to such offer or agreement as if the exclusion contained herein had not expired.”

7. As a special resolution:

“That subject to and for the purposes of the Companies Act, 1990, the Company and/or any of its subsidiaries be and are hereby generally authorised to make market purchase of Shares of any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine, but so that:

- (1) the maximum number of shares authorised to be purchased under this resolution shall be such number of shares whose aggregate nominal value shall not exceed 10 per cent of the aggregate nominal value of the issued share capital of the Company as at the commencement of business on the day of the passing of this resolution;
- (2) the minimum price which may be paid for any share is an amount equal to its nominal value; and
- (3) the maximum price which may be paid for any share is an amount equal to 105 per cent of the Market Price (as hereafter defined) on the day of purchase

and the price range within which any shares purchased or redeemed and held as treasury shares, within the meaning of Section 209 of the Companies Act, 1990, may be re-issued off-market is from 95 to 120 per cent of the Market Price on the day of re-issue.

For the purpose of this resolution:

the Market Price of any shares on a particular day means the higher of:

the average middle market price (if there is one) derived from the List (as hereafter defined); and

the average Current Price (as hereafter defined) on the immediately preceding five business days;

the Current Price on a particular day means the closing quotation price as published in the List or (for a day on which there was no dealing in such shares on the Stock Exchange) the mid-point between the high and low market guide prices as published in the List or (if there is only one such market guide price published) the market guide price so published whether it is the high or the low market guide price;

the List means the Irish Stock Exchange Daily Official List; and

the Stock Exchange means The Irish Stock Exchange Limited.

The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) on the 23rd January, 2009, unless previously varied, revoked or renewed. The Company or any subsidiary may before such expiry make a contract for the purchase of shares which would or might be wholly or partly executed after such expiry and may make a purchase of shares pursuant to any such contract as if the authority hereby conferred had not expired.”

By the Order of the Board.

Ciaran Murray
Secretary
Registered Office:
South County Business Park,
Leopardstown,
Dublin 18

25th June, 2007

NOTES

- 1 A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy as an alternative to attend, speak and vote instead of him/her. A proxy need not be a member of the Company. The deposit of an instrument of proxy will not preclude a member from attending and voting in person at the meeting or at any adjournment thereof.
- 2 A Form of Proxy is enclosed with this notice. To be effective, the Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practicing in the Republic of Ireland must be deposited with the Company's Registrars, **Computershare Investor Services (Ireland) Limited at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18**, not less than 48 hours before the time appointed for the Annual General Meeting.
- 3 In the case of a corporation, the form of proxy must be either executed under seal or signed on its behalf by an officer or attorney duly authorised.
- 4 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.

ICON PLC
FORM OF PROXY
South County Business Park,
Leopardstown, Dublin 18.

Proxy in respect of the Annual General Meeting of Icon plc to be held on Monday 23rd July, 2007 at The Pavilion, Leopardstown Racecourse, Leopardstown, Dublin 18, at 10.00 a.m.

Name(s):

I/We*, the above mentioned, being a member/members* of the above named Company hereby appoint the Chairman of the Meeting or (See Note (c) overleaf,) as my/our* proxy to vote for me/us* on my/our* behalf at the Annual General Meeting (**the Meeting**) of the Company to be held on the 23rd of July 2007 at 10.00 a.m. at The Pavilion, Leopardstown Racecourse, Leopardstown, Dublin 18 and at any adjournment thereof. I/We* hereby direct my/our* proxy to vote on the Resolutions set out in the Notice convening the Meeting and summarised below:

**Delete as appropriate in each case.*

RESOLUTIONS

For

Against

ORDINARY BUSINESS

1.	To receive the Accounts and Reports.	[]	[]
2.	To re-elect Mr. Thomas Lynch	[]	[]
3.	To re-elect Mr. Bruce Given	[]	[]
4.	To authorise the fixing of the Auditors' Remuneration	[]	[]

SPECIAL BUSINESS

5.	To authorise the Company to allot shares.	[]	[]
6.	To disapply the statutory pre-emption rights.	[]	[]
7.	To authorise the Company to make market purchases of shares	[]	[]

Signed

ONLY ONE JOINT HOLDER TO SIGN, (SEE NOTES OVERLEAF)

ATTENDANCE CARD

ICON PLC

Attendance Card for Annual General Meeting to be held on the 23rd of July, 2007 at The Pavilion, Leopardstown Racecourse, Leopardstown, Dublin 18, commencing at 10.00 a.m.

Proxy's name in Block Letters
(if applicable)

Please do not post the Attendance Card. It should be retained by the member or proxy (if any) and handed in at the shareholders' registration desk to facilitate attendance at the Annual General Meeting.

Signature of Members/Proxy

Notes:

To be valid, this form, and if applicable, any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland must be deposited at the registered office of the Company at the South County Business Park, Leopardstown, Dublin 18, Ireland or (at the members option) at the offices of the Company's Registrar, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, in either case, not less than 48 hours before the time appointed for the holding of the Meeting.

- (a) This Proxy Form must (i) in the case of an individual member be signed by the member or his/her attorney; or (ii) in the case of a body corporate be executed either under its common seal or be signed on its behalf by a duly authorised officer.
- (b) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (c) If you desire to appoint a proxy other than the Chairman of the Meeting, please insert the proxy's name in block letters in the space provided and delete the words "the Chairman of the Meeting or".
- (d) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (e) Please indicate how you wish your proxy to vote by placing a tick in the appropriate box. If no such specific directions are given, the proxy will vote or abstain from voting at his/her discretion. On any other business not specified in the Notice of Meeting or this form and arising at the Meeting the proxy will act at his/her discretion.
- (f) The completion and return of this Proxy Form will not preclude a member from attending and voting in person.
- (g) If you are appointing a proxy, please provide him/her with the Attendance Card attached hereto to facilitate his/her attendance.

DETACH PROXY CARD HERE

Mark, Sign, Date and Return
the Proxy Card Promptly
Using the Enclosed Envelope.

Votes must be indicated
(x) in Black or Blue ink.

X

**FOR AGAINST FOR AGAINST
ORDINARY BUSINESS**

1. To receive the Accounts and Reports
2. To re-elect Mr. Thomas Lynch
3. To re-elect Mr. Bruce Given
4. To authorise the fixing of the Auditors' Remuneration

SPECIAL BUSINESS

5. To authorise the Company to allot shares
6. To disapply the statutory pre-emption rights
7. To authorise the Company to make market purchases of shares

To change your address, please mark this box.

SCAN LINE

The Voting Instruction must be signed by the person in whose name the relevant Receipt is registered on the books of the Depository. In the case of a Corporation, the Voting Instruction must be executed by a duly authorized Officer or Attorney.

Date Share Owner sign here

Co-Owner sign here

ICON plc

**Instructions to The Bank of New York, as Depository
(Must be received prior to 5:00 pm on July 16, 2007)**

The undersigned registered holder of American Depositary Receipts hereby requests and instructs The Bank of New York, as Depository, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other Deposited Securities represented by such Receipt of Icon plc registered in the name of the undersigned on the books of the Depository as of the close of business on June 14, 2007 at the Annual General Shareholders' Meeting of Icon plc to be held on July 23, 2007, in respect of the resolutions specified on the reverse hereof.

NOTES:

1. Instructions as to voting on the specified resolutions should be indicated by an **ÒXÓ** In the appropriate box.
2. If a Holder so elects, the Holder is entitled to instruct The Bank of New York, as Depository, to give a discretionary proxy to a person designated by the Company.

To include any comments, please mark this box.

Please complete and date this proxy on the reverse side and return it promptly in the accompanying envelope.