

International Coal Group, Inc.
Form 4
June 15, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSS WILBUR L JR

(Last) (First) (Middle)

C/O INTERNATIONAL COAL GROUP, INC., 300 CORPORATE CENTRE DRIVE

(Street)

SCOTT DEPOT, WV 25560

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

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

06/14/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/14/2011		U		12,268,723 (1) (2) (3)	D	\$ 14.6
					0 (1)	I	
Common Stock	06/14/2011		U		100 (1) (2) (3)	D	\$ 14.6
					0 (1)	D	

SEE FOOTNOTE (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS WILBUR L JR C/O INTERNATIONAL COAL GROUP, INC. 300 CORPORATE CENTRE DRIVE SCOTT DEPOT, WV 25560	X			

Signatures

/s/ Wilbur L. Ross, Jr. 06/15/2011

**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) Does not include restricted stock units that will be cashed out pursuant to the Agreement and Plan of Merger by and among Arch Coal, Inc., Atlas Acquisition Corp. and the Company dated May 2, 2011.
- Represents 2,859,927 shares held directly by WLR Recovery Fund L.P. ("Fund I"), 7,634,294 shares held directly by WLR Recovery Fund II, L.P. ("Fund II"), 1,774,502 shares held directly by WLR Recovery Fund III, L.P. ("Fund III") and 100 shares held directly by Wilbur L. Ross, Jr., all of which were tendered to Atlas Acquisition Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Arch Coal, Inc., a Delaware corporation, pursuant to Purchaser's offer to purchase all outstanding shares of International Coal Group, Inc., a Delaware corporation (the "Issuer"), at a purchase price of \$14.60 per share, payable net to the holder in cash, without interest, subject to any withholding of taxes required by applicable law, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 16, 2011, as amended. (Continued in Footnote 3)
- (3) WLR Recovery Associates LLC is the general partner of Fund I. WLR Recovery Associates II LLC is the general partner of Fund II. WLR Recovery Associates III LLC is the general partner of Fund III. WL Ross Group, L.P. is the managing member of WLR Recovery Associates LLC, WLR Recovery Associates II LLC and WLR Recovery Associates III LLC. Wilbur L. Ross, Jr. is the managing member of El Vedado, LLC, which is the general partner of WL Ross Group, L.P. Accordingly, Mr. Ross, El Vedado, LLC, WL Ross Group, L.P., Fund I, Fund II, Fund III, WLR Recovery Associates LLC, WLR Recovery Associates II LLC, and WLR Recovery Associates III LLC can be deemed to share voting and dispositive power over the shares previously held directly by Fund I, Fund II and Fund III.

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