

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

**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 \*  
**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)
Common Stock	06/14/2011		U	12,268,723 (1) (2) (3)	D \$ 0 (1) 14.6	I	SEE FOOTNOTE (2) (3)
Common Stock	06/14/2011		U	100 (1) (2) (3)	D \$ 0 (1) 14.6	D	

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  
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

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 (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)

(2) 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 (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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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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