

LENOX GROUP INC
Form 4
May 12, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMIUS CAPITAL GROUP LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR,

(Street)

NEW YORK CITY, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LENOX GROUP INC [LNX]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2008

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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock Par Value \$0.01 Per Share	05/08/2008		S	24,360 D \$ 1.5401	1,436,534	I	By RCG Carpathia Master Fund, Ltd. (1)
Common Stock Par Value \$0.01 Per Share	05/09/2008		S	511 D \$ 1.4818	1,436,023	I	By RCG Carpathia Master Fund, Ltd. (1)
Common Stock Par	05/08/2008		S	4,640 D \$ 1.5401	264,276	I	By RGC Enterprise,

Value
\$0.01 Per
Share
Common
Stock Par
Value 05/09/2008 S 94 D \$ 1.4818 264,182 I
\$0.01 Per
Share

Ltd ⁽²⁾

By RGC
Enterprise,
Ltd ⁽²⁾

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

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(9-02)

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 Beneficially Owned (Instr. 6)
				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
RAMIUS CAPITAL GROUP LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022		X		
C4S & CO LLC C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022		X		
COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR		X		See Explanation of Responses

NEW YORK CITY, NY 10022

STARK MORGAN B
 C/O RAMIUS LLC
 599 LEXINGTON AVENUE, 20TH FLOOR X
 NEW YORK CITY, NY 10022

STRAUSS THOMAS W
 C/O RAMIUS LLC
 599 LEXINGTON AVENUE, 20TH FLOOR X
 NEW YORK CITY, NY 10022

SOLOMON JEFFREY M
 C/O RAMIUS LLC
 599 LEXINGTON AVENUE, 20TH FLOOR X
 NEW YORK CITY, NY 10022

RCG Enterprise Ltd
 C/O RAMIUS LLC
 599 LEXINGTON AVENUE, 20TH FLOOR See Explanation of Responses
 NEW YORK, NY 10022

RCG CARPATHIA MASTER FUND LTD
 C/O RAMIUS LLC
 599 LEXINGTON AVENUE, 20TH FLOOR See Explanation of Responses
 NEW YORK, NY 10022

Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory 05/12/2008
 __Signature of Reporting Person Date

By: C4S & Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member 05/12/2008
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen 05/12/2008
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark 05/12/2008
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss 05/12/2008
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon 05/12/2008
 __Signature of Reporting Person Date

By: RCG Enterprise, Ltd, By: /s/ Owen S. Littman, Authorized Signatory 05/12/2008
 __Signature of Reporting Person Date

By: RCG Carpathia Master Fund, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory 05/12/2008
 __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).

Consists of Shares owned by RCG Carpathia Master Fund, Ltd. (RCG Carpathia). As the investment advisor of RCG Carpathia, with the power to direct some of the affairs, including decisions with respect to the disposition of the proceeds from the sale of the Shares, of RCG Carpathia, Ramius LLC (Ramius) may be deemed to beneficially own the Shares owned by RCG Carpathia. As the managing member of

- (1) Ramius, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the Shares owned by RCG Carpathia. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the Shares owned by RCG Carpathia. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

Consists of Shares owned by RCG Enterprise, Ltd (RCG Enterprise). As the investment manager of RCG Enterprise, with the power to direct some of the affairs, including decisions with respect to the disposition of the proceeds from the sale of the Shares, of RCG Enterprise, Ramius may be deemed to beneficially own the Shares owned by RCG Enterprise. As the managing member of Ramius, C4S

- (2) may be deemed to beneficially own the Shares owned by RCG Enterprise. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Shares owned by RCG Enterprise. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

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.