

International Coal Group, Inc.
Form 4
March 28, 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 *
Kitts Oren Eugene

(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)

03/26/2008

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)
SVP, Mining Services

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/26/2008		A		6,000 ⁽¹⁾ \$ 0	63,000 ⁽²⁾	D
Common Stock	03/26/2008		A		6,000 ⁽³⁾ \$ 0	69,000 ⁽²⁾	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6	03/26/2008		A	56,000	<u>(4)</u> 03/26/2018	Common Stock 56,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kitts Oren Eugene
C/O INTERNATIONAL COAL GROUP, INC.
300 CORPORATE CENTRE DRIVE
SCOTT DEPOT, WV 25560

SVP, Mining Services

Signatures

/s/ Oren Eugene
Kitts 03/26/2008

**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).
 - (1) Represents restricted stock grant of 6,000 shares of common stock. The restrictions on such shares will lapse in equal installments of 1,500 shares on June 30, 2008, 2009, 2010 and 2011, and an accompanying tax-offset right entitling the reporting person to receive, upon vesting of the restricted stock, a cash payment equal to the tax withholding incurred in connection with the event, including tax withholding incurred on the tax-offset payment.
 - (2) Includes (a) a restricted stock grant of 50,000 shares of common stock, the restrictions on which 37,500 shares have lapsed and the restrictions on the remaining 12,500 shares of common stock will lapse on April 25, 2008; and (b) a restricted stock grant of 6,000 shares of common stock, the restrictions on which 1,500 have lapsed and the restrictions on the remaining 4,500 will lapse on June 30, 2008, 2009 and 2010.
 - (3) Represents a restricted stock grant of 6,000 shares of common stock, the restrictions on which will lapse in equal installments of 1,500 shares on March 25, 2009, 2010, 2011 and 2012.
 - (4)

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Represents (a) stock options for 28,000 shares of common stock, which will vest in equal installments of 7,000 shares on June 30, 2008, 2009, 2010 and 2011, and (b) stock options for 28,000 shares of common stock, which will vest in equal installments of 7,000 shares on March 25, 2009, 2010, 2011 and 2012.

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.