

Hatfield Bennett K
Form 4
March 05, 2009

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 *
Hatfield Bennett K

(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)

03/03/2009

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)

President, CEO

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)
Common Stock	03/03/2009		A	117,627 (1)	A \$ 0 590,627 (2)	D	

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Number Shares
Employee Stock Option (right to buy)	\$ 1.52	03/03/2009		A	401,000	(3) 03/03/2019	Common Stock 401,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hatfield Bennett K C/O INTERNATIONAL COAL GROUP, INC. 300 CORPORATE CENTRE DRIVE SCOTT DEPOT, WV 25560	X President, CEO

Signatures

/s/ Roger L. Nicholson, Attorney-in-fact for Bennett K.
Hatfield

03/05/2009

__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 a restricted stock grant of 117,627 shares of common stock, the restriction on such shares will lapse in equal installments of 29,407 shares on April 30, 2010, 2011 and 2012 and 29,406 shares on April 30, 2013.

(2) Includes (a) a restricted stock grant of 26,000 shares of common stock, the restrictions on which 13,000 have lapsed and the restrictions on the remaining 13,000 will lapse in equal installments of 6,500 shares on June 30, 2009 and 2010; (b) a restricted stock grant of 26,000 shares of common stock, the restrictions on which 6,500 have lapsed and the restrictions on the remaining 19,500 will lapse in equal installments of 6,500 shares on June 30, 2009, 2010 and 2011; (c) a restricted stock grant of 26,000 shares of common stock, the restrictions on which will lapse in equal installments of 6,500 shares on March 25, 2009, 2010, 2011 and 2012; (d) a restricted stock grant of 117,627 shares of common stock, the restrictions on which will lapse in equal installments of 29,407 shares on April 30, 2010, 2011 and 2012 and 29,406 shares on April 30, 2013.

(3) Represents stock options for 401,000 shares of common stock, which will vest in equal installments of 100,250 shares on April 30, 2010, 2011, 2012 and 2013.

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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