International Coal Group, Inc.

Form 4

February 24, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

(Instr. 3)

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

(Middle)

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

3. Date of Earliest Transaction

02/22/2011

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

(Month/Day/Year) _ Director 10% Owner Officer (give title Other (specify

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

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SCOTT DEPOT, WV 25560

(State) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

(Zip)

3. (Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative

Conversion

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

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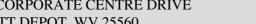
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A) (. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	\$0	02/22/2011		A	5,501		<u>(1)</u>	(2)	Common Stock	5,501	\$

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ROSS WILBUR L JR C/O INTERNATIONAL COAL GROUP, INC. 300 CORPORATE CENTRE DRIVE SCOTT DEPOT, WV 25560



Signatures

/s/ Roger L. Nicholson, Attorney in Fact for Wilbur L. Ross, Jr.

02/24/2011

**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).

X

- Represents a contingent right to receive one share of issuer common stock upon the six-month anniversary of the date on which the director ceases to provide services, subject to director's compliance with certain confidentiality and non-disparagement provisions. The number of shares issuable was calculated by dividing \$50,000 (the cash amount in respect of the annual retainer) by \$9.09 (the closing stock price on the New York Stock Exchange on the grant date).
- (2) Not applicable

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.

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