

Nicholson Roger Lee
 Form 4
 February 24, 2011

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 *
 Nicholson Roger Lee

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

02/22/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Secretary & Gen Counsel

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

SCOTT DEPOT, WV 25560

(City) (State) (Zip)

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	02/22/2011		A	(A) Amount 11,068 (1)	(D) Price \$ 0	125,464 (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)

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 9.09	02/22/2011		A	29,590	<u>(3)</u>	02/22/2021			Common Stock	29,590

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nicholson Roger Lee C/O INTERNATIONAL COAL GROUP, INC. 300 CORPORATE CENTRE DRIVE SCOTT DEPOT, WV 25560			SVP, Secretary & Gen Counsel	

Signatures

/s/ Roger L. Nicholson
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).
- (1) Represents a restricted stock (RS) grant of 11,068 shares of common stock, the restrictions on such shares will lapse in equal installments of 2,767 shares on April 30, 2012, 2013, 2014 and 2015.

Includes (a) a RS grant of 6,000 shares, the restrictions on 4,500 have lapsed and the restrictions on the remaining 1,500 will lapse on June 30, 2011; (b) a RS grant of 6,000 shares, the restrictions on 3,000 have lapsed and the restrictions on the remaining 3,000 will lapse in equal installments of 1,500 on March 25, 2011 and 2012; (c) a RS grant of 29,759 shares, the restrictions on 7,440 have lapsed of which 2,452 have been withheld to satisfy tax withholdings, the restrictions on the remaining 22,319 will lapse in equal installments of 7,440 on April 30, 2011 and 2012 and 7,439 on April 30, 2013; (d) a RS grant of 12,839 shares, the restrictions will lapse in equal installments of 3,210 on April 30, 2011, 2012 and 2013 and 3,209 on April 30, 2014; (e) a RS grant of 11,068 shares, the restrictions will lapse in equal installments of 2,767 on April 30, 2012, 2013, 2014 and 2015.
- (3) Represents stock options for 29,590 shares of common stock, which will vest in equal installments of 7,398 shares on April 30, 2012 and 2013 and 7,397 shares on April 30, 2014 and 2015.

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.