International Coal Group, Inc.

Form 4

March 28, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hatfield Bennett K			2. Issuer Name <b>and</b> Ticker or Trading Symbol International Coal Group, Inc. [ICO]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
C/O INTERN GROUP, INC CENTRE DR	., 300 COI		(Month/Day/Year) 03/26/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President, CEO		
(Street)  SCOTT DEPOT, WV 25560			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
		5560	Filed(Month/Day/Year)			

(City)	(State) (2	Table	I - Non-Do	erivative S	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securition(A) or Dis		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldin Dayr Tear)	any	Code	(D)	sposed	OI	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(IIIsti. 3 and 4)		
Common Stock	03/26/2008		A	26,000 (1)	A	\$0	407,000 (2)	D	
Common Stock	03/26/2008		A	26,000 (3)	A	\$0	433,000 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, and 5)	))	Date	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 6	03/26/2008		A	232,000	<u>(4)</u>	03/26/2018	Common Stock	232,00

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	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

03/26/2008

\*\*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).
- Represents restricted stock grants of 26,000 shares of common stock, the restrictions on such shares will lapse in equal installments of 6,500 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 restricted stock grants of 26,000 shares of common stock, the restrictions on such shares will lapse in equal installments of 6,500 shares on June 30, 2008, 2009 and 2010.
- Represents a restricted stock grant of 26,000 shares of common stock, the restrictions on which 6,500 shares have lapsed and the (3) restrictions on the remaining 19,500 shares of common stock will lapse in equal installments of 6,500 shares on March 25, 2009, 2010, 2011 and 2012.
- Represents (a) stock options for 116,000 shares of common stock, which will vest in equal installments of 29,000 shares on June 30, (4) 2008, 2009, 2010 and 2011, and (b) stock options for 116,000 shares of common stock, which will vest in equal installments of 26,000 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.

Reporting Owners 2

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