

Kitts Samuel Ralph  
Form 4  
February 24, 2011

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kitts Samuel Ralph

(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)

02/22/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP Planning & Org Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2011		A	(A) or (D) Amount (1) 11,068	Price \$ 0	124,666 (2)	D

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  
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SEC 1474  
(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 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

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

SVP Planning & Org Development

## Signatures

/s/ Roger L. Nicholson, Attorney in Fact for Samuel R.  
Kitts

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 and 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.

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