

International Coal Group, Inc.  
Form 4  
March 28, 2008

**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

(Last) (First) (Middle)

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

(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)

03/26/2008

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, Secretary and Gen Counsel

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/26/2008		A		6,000 <u>(1)</u> \$ 0	D	63,000 <u>(2)</u>
Common Stock	03/26/2008		A		6,000 <u>(3)</u> \$ 0	D	69,000 <u>(2)</u>

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. 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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6	03/26/2008		A	56,000	<u>(4)</u> 03/26/2018	Common Stock	56,000

**Reporting Owners**

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

**Signatures**

/s/ Roger L. Nicholson  
03/26/2008  
Date

\*\*Signature of Reporting Person

**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 restricted stock grant of 6,000 shares of common stock. The restrictions on such shares will lapse in equal installments of 1,500 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 (a) a restricted stock grant of 50,000 shares of common stock, the restrictions on which 37,500 shares have lapsed and the restrictions on the remaining 12,500 shares of common stock will lapse on April 25, 2008; and (b) a restricted stock grant of 6,000 shares of common stock, the restrictions on which 1,500 have lapsed and the restrictions on the remaining 4,500 will lapse on June 30, 2008, 2009 and 2010.
- (3) Represents a restricted stock grant of 6,000 shares of common stock, the restrictions on which will lapse in equal installments of 1,500 shares on March 25, 2009, 2010, 2011 and 2012.
- (4)

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Represents (a) stock options for 28,000 shares of common stock, which will vest in equal installments of 7,000 shares on June 30, 2008, 2009, 2010 and 2011, and (b) stock options for 28,000 shares of common stock, which will vest in equal installments of 7,000 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. 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.