

International Coal Group, Inc.
Form 4
June 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ARCH COAL INC

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)
ONE CITYPLACE DRIVE, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2011

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

(Street)
ST. LOUIS, MO 63141

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

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) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 06/14/2011 | | P | | 120,441,395 ⁽²⁾ | A | \$ 14.6 | 292,157,281 | I | See Footnote ⁽³⁾ |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 06/15/2011 | | P | | 32,461,919 ⁽⁴⁾ | A | \$ 14.6 | 10 ⁽⁵⁾ | I | See Footnote ⁽³⁾ |

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARCH COAL INC ONE CITYPLACE DRIVE SUITE 300 ST. LOUIS, MO 63141 | | X | | |
| Atlas Acquisition Corp. C/O ARCH COAL, INC. ONE CITYPLACE DRIVE, SUITE 300 ST. LOUIS, MO 63141 | | X | | |

Signatures

/s/ Robert G. Jones, Senior Vice President ? Law, General Counsel and Secretary for ARCH COAL, INC. 06/16/2011

__Signature of Reporting Person Date

/s/ John W. Eaves, President for ALTAS ACQUISITION CORP. 06/16/2011

__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)

Edgar Filing: International Coal Group, Inc. - Form 4

This form is a joint filing by Arch Coal, Inc., a Delaware corporation ("Arch"), and Atlas Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of Arch ("Merger Sub").

(2) Shares of common stock, par value \$0.01 per share (the "Shares"), of International Coal Group, Inc. ("ICG") acquired pursuant to the exercise of the "top-up" option (the "Top-Up Option") to purchase additional Shares from ICG pursuant to the Agreement and Plan of Merger, dated as of May 2, 2011 (as amended from time to time, the "Merger Agreement"), by and among Arch, Merger Sub and ICG.

(3) Shares are held by Merger Sub. As Merger Sub is a direct wholly owned subsidiary of Arch, Arch may be deemed to have acquired indirect beneficial ownership of the Shares.

(4) Reflects all of the outstanding Shares of ICG not acquired through either (a) the tender offer effected pursuant to the Merger Agreement or (b) the exercise of the Top-Up Option, which may be deemed to have been acquired by Arch and Merger Sub pursuant to the consummation of the Merger (as defined below).

(5) Following the exercise of the Top-Up Option, Merger Sub was merged with and into ICG, with ICG surviving the merger as a direct wholly owned subsidiary of Arch pursuant to a "short form" merger under Delaware law (the "Merger"). At the effective time of the Merger, all of ICG's previously outstanding Shares held by the reporting persons were canceled. Prior to the Merger, Arch held 10 shares of the common stock, par value \$0.01 per share, of Merger Sub, which represented all of the issued and outstanding capital stock of Merger Sub. At the effective time of the Merger, each share of the common stock of Merger Sub was converted into a share of the surviving corporation's common stock.

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.