

WATSA V PREM ET AL  
Form 4  
December 09, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FAIRFAX FINANCIAL HOLDINGS LTD/ CAN**

(Last) (First) (Middle)

**95 WELLINGTON STREET WEST, SUITE 800**

(Street)

**TORONTO, A6 M5J 2N7**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**International Coal Group, Inc. [ICO]**

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

**12/05/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock, \$0.01 par value  | 12/05/2008                           |  | P                              | 4,090,000 A \$ 1.8166   | 30,139,400  | I  | See footnote (1)                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FAIRFAX FINANCIAL HOLDINGS LTD/ CAN<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7 |               | X         |         |       |
| WATSA V PREM ET AL<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7                  |               | X         |         |       |
| 1109519 ONTARIO LTD<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7                 |               | X         |         |       |
| SIXTY TWO INVESTMENT CO LTD<br>1600 CATHEDRAL PLACE<br>925 WEST GEORGIA ST.<br>VANCOUVER, A1 V6C 3L3 |               | X         |         |       |
| 810679 ONTARIO LTD<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7                  |               | X         |         |       |
| NORTH RIVER INSURANCE CO<br>305 MADISON AVENUE<br>MORRISTOWN, NJ 07962                               |               | X         |         |       |
| TIG INSURANCE CO<br>250 COMMERCIAL STREET<br>SUITE 5000  |               | X         |         |       |

MANCHESTER, NH 03101

ODYSSEY RE HOLDINGS CORP  
300 FIRST STAMFORD PLACE  
STAMFORD, CT 06902

X

ODYSSEY AMERICA REINSURANCE CORP  
300 FIRST STAMFORD PLACE  
STAMFORD, CT 06902

X

## Signatures

|  |            |
|--|------------|
| /s/ Paul Rivett, Vice President            | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ V. Prem Watsa                          | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ V. Prem Watsa, President               | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ V. Prem Watsa, President               | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ V. Prem Watsa, President               | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ Paul Bassaline, Vice President         | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ John J. Bator, Chief Financial Officer | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ Donald L. Smith, Senior Vice President | 12/09/2008 |
| __Signature of Reporting Person            | Date       |
| /s/ Donald L. Smith, Senior Vice President | 12/09/2008 |
| __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).

(1) The shares of common stock are held directly by Fairfax Financial Holdings Limited ("Fairfax") and held by subsidiaries of Fairfax, including, following the transactions reported herein, 2,916,600 shares of common stock held directly by Fairfax, 5,527,027 shares of common stock held by North River Insurance Company, 4,716,380 shares of common stock held by TIG Insurance Company and 13,763,093 shares of common stock held by Odyssey America Reinsurance Corporation.

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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