

Nicholson Roger Lee  
 Form 4  
 February 25, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Secretary & Gen Counsel

(Last) (First) (Middle)  
 C/O INTERNATIONAL COAL GROUP, INC., 300 CORPORATE CENTRE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/23/2010

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

SCOTT DEPOT, WV 25560

(City) (State) (Zip)

**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)
Common Stock	02/23/2010		A	(A) Amount 12,839 (1)	(D) Price \$ 0	116,848 (2)	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.11	02/23/2010		A	37,637	<u>(3)</u> 02/23/2020	Common Stock 37,637

## Reporting Owners

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

## Signatures

/s/ Roger L. Nicholson  
02/25/2010  
 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 a restricted stock (?RS?) grant of 12,839 shares of common stock, the restriction on such shares will lapse in equal installments of 3,210 shares on April 30, 2011, 2012 and 2013 and 3,209 shares on April 30, 2014.  
Includes (a) a RS grant of 6,000 shares of common stock, the restrictions on which 4,500 have lapsed and the restrictions on the remaining 1,500 will lapse on June 30, 2010; (b) a RS grant of 6,000 shares of common stock, the restrictions on which 3,000 have lapsed and the restrictions on the remaining 3,000 will lapse in equal installments of 1,500 shares on June 30, 2010 and 2011; (c) a RS 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 in equal installments of 1,500 shares on March 25, 2010, 2011 and 2012; (d) a RS grant of 29,759 shares of common stock, the restrictions on which will lapse in equal installments of 7,440 shares on April 30, 2010, 2011 and 2012 and 7,439 shares on April 30, 2013; (e) a RS grant of 12,839 shares of common stock, the restriction on which will lapse in equal installments of 3,210 shares on April 30, 2011, 2012 and 2013 and 3,209 shares on April 30, 2014.
- (3) Represents stock options for 37,637 shares of common stock, which will vest in equal installments of 9,409 shares on April 30, 2011, 2012 and 2013 and 9,410 shares on April 30, 2014.

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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