International Coal Group, Inc.

Form 4

March 28, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hardesty Phillip Michael Issuer Symbol International Coal Group, Inc. [ICO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10% Owner Director Other (specify X_ Officer (give title C/O INTERNATIONAL COAL 03/26/2008 below) GROUP, INC., 300 CORPORATE SVP, Sales & Marketing **CENTRE DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SCOTT DEPOT, WV 25560

(State)

(Zip)

(City)

(,)	()	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	3.	4. Securities			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	tionAcquired (A) or			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
					(A)		Transaction(s)			
			Code V	A manust	or (D)	Price	(Instr. 3 and 4)			
C			Code V	Amount	(D)	Price				
Common	03/26/2008		A	6,000	Α	\$0	59,200 ⁽²⁾	D		
Stock	03/20/2000		1.	(1)	11	ΨΟ	57,200 _	D		
C				<i>c</i> 000						
Common	03/26/2008		A	6,000	Α	\$0	65,200 (2)	D		
Stock	02.20.2000			(3)		Ψ 0	··	_		

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 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

Hardesty Phillip Michael C/O INTERNATIONAL COAL GROUP, INC. 300 CORPORATE CENTRE DRIVE SCOTT DEPOT, WV 25560

SVP, Sales & Marketing

Signatures

/s/ Phillip Michael Hardesty 03/26/2008

**Signature of Reporting 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).
- 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.
- Includes (a) a restricted stock grant of 40,000 shares of common stock, the restrictions on which 30,000 shares have lapsed and the restrictions on the remaining 10,000 shares of common stock will lapse on June 30, 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)

Reporting Owners 2

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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.