

Kitts Oren Eugene
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 *
Kitts Oren Eugene

(Last) (First) (Middle)

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

(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)

02/23/2010

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, Mining Services

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/23/2010		A	(1)	12,839	A	\$ 0 111,598 (2) D

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)

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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		(3)	02/23/2020	Common Stock	37,637

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kitts Oren Eugene C/O INTERNATIONAL COAL GROUP, INC. 300 CORPORATE CENTRE DRIVE SCOTT DEPOT, WV 25560			SVP, Mining Services	

Signatures

/s/ Oren Eugene
Kitts

02/25/2010

**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) 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.

(2) 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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