

International Coal Group, Inc.  
 Form 4  
 June 15, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**WL ROSS & CO LLC**

(Last) (First) (Middle)

600 LEXINGTON AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

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

06/13/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/13/2006		P		10,000	D	\$ 6.525
							\$ 20,988,423 (1) (2)
Common Stock	06/13/2006		P		10,000	A	\$ 6.585
							\$ 21,008,423 (1) (2)
Common Stock	06/13/2006		P		10,000	A	\$ 6.595
							\$ 21,018,423 (1) (2)
Common Stock	06/13/2006		P		10,000	A	\$ 6.63
							\$ 21,028,423 (1) (2)

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

								<u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	400	A	\$ 6.64	21,028,823 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	11,000	A	\$ 6.51	21,039,823 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	10,500	A	\$ 6.52	21,050,323 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	54,500	A	\$ 6.54	21,104,823 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	6,000	A	\$ 6.55	21,110,823 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	200,000	A	\$ 6.56	21,310,823 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	94,500	A	\$ 6.57	21,405,323 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	10,000	A	\$ 6.58	21,415,323 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	5,000	A	\$ 6.59	21,420,323 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	13,500	A	\$ 6.6	21,433,823 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	500	A	\$ 6.62	21,434,323 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	6,100	A	\$ 6.63	21,440,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	5,000	A	\$ 6.64	21,445,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006	P	100,000	A	\$ 6.65	21,545,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>

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

Common Stock	06/13/2006		P	1,000	A	\$ 6.71	21,546,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	2,000	A	\$ 6.72	21,548,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	6,000	A	\$ 6.74	21,554,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	1,134,000	A	\$ 6.75	22,688,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	40,000	A	\$ 6.8	22,728,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	2,000	A	\$ 6.82	22,730,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	17,000	A	\$ 6.84	22,747,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	186,000	A	\$ 6.85	22,933,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	3,000	A	\$ 6.88	22,936,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	2,000	A	\$ 6.89	22,938,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P	50,000	A	\$ 6.9	22,988,423 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	--------------	--	-----------------------------------	---------------------------------	-------------------

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

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WL ROSS & CO LLC 600 LEXINGTON AVENUE 19TH FLOOR NEW YORK, NY 10022		X		
WLR RECOVERY ASSOCIATES II LLC 600 LEXINGTON AVENUE NEW YORK, NY 10022		X		
WLR RECOVERY FUND II LP 600 LEXINGTON AVENUE NEW YORK, NY 10022		X		
ROSS WILBUR L JR WL ROSS & CO. LLC 600 LEXINGTON AVENUE NEW YORK, NY 10022	X	X		

## Signatures

/s/ Wilbur L.  
Ross, Jr. 06/15/2006

\*\*Signature of  
Reporting Person Date

/s/ Wilbur L.  
Ross, Jr. 06/15/2006

\*\*Signature of  
Reporting Person Date

/s/ Wilbur L.  
Ross, Jr. 06/15/2006

\*\*Signature of  
Reporting Person Date

/s/ Wilbur L.  
Ross, Jr. 06/15/2006

\_\_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).

Represents 5,719,848 shares held directly by WLR Recovery Fund L.P., 15,268,575 shares held directly by WLR Recovery Fund II, L.P. and 3,549,000 shares held directly by WLR Recovery Fund III, L.P. (collectively, the "Funds"). Wilbur L. Ross, Jr. is the Chairman and

(1) Chief Executive Officer of WL Ross & Co. LLC and the managing member of each of WLR Recovery Associates LLC, WLR Recovery Associates II LLC and WLR Recovery Associates III LLC. WLR Recovery Associates LLC is the general partner, and WL Ross & Co. LLC is the investment manager, of WLR Recovery Fund L.P. (Text of Footnote 1 is continued in Footnote 2 below)

WLR Recovery Associates II LLC is the general partner, and WL Ross & Co. LLC is the investment manager, of WLR Recovery Fund II, L.P. Similarly, WLR Recovery Associates III LLC is the general partner, and WL Ross & Co. LLC is the investment manager, of WLR

(2) Recovery Fund III, L.P. Accordingly, WL Ross & Co., LLC, WLR Recovery Associates LLC and WLR Recovery Associates II LLC, WLR Recovery Associates III LLC and Wilbur L. Ross, Jr. can be deemed to share voting and dispositive power over the shares held directly by the Funds.

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.