

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

# FORM 4

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

OMB APPROVAL

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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 \*  
WL ROSS & CO LLC

2. Issuer Name and Ticker or Trading Symbol  
International Coal Group, Inc. [ICO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 LEXINGTON AVENUE, 19TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
06/13/2006

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

(Street)  
NEW YORK, NY 10022

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

**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 <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P		10,000	A	\$ 6.585
							\$ 21,008,423 <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P		10,000	A	\$ 6.595
							\$ 21,018,423 <u>(1)</u> <u>(2)</u>
Common Stock	06/13/2006		P		10,000	A	\$ 6.63
							\$ 21,028,423 <u>(1)</u> <u>(2)</u>

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								<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>

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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.

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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)

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
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(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.

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