

WATSA V PREM ET AL
Form 4
December 22, 2009

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 *
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

(Last) (First) (Middle)

95 WELLINGTON STREET WEST, SUITE 800

(Street)

TORONTO, ONTARIO, CANADA, A6 M5J 2N7

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

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

12/18/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value (?Shares?)	12/18/2009		P		8,616,188	A	11
					45,155,588	I	

See footnote (2)

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. 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 Security (Instr. 3 and 4)
9.00% Convertible Senior Notes due 2012 (the ?Senior Notes?)	(3)	12/18/2009		S	\$ 30,000,000 (1)	02/01/2012(4) (5)	Common Stock, \$0.01 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7		X		
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7		X		
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7		X		
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST VANCOUVER, BC, CANADA, A1 V6C 3L3		X		
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7		X		
		X		

TIG INSURANCE CO
250 COMMERCIAL STREET
SUITE 5000
MANCHESTER, NH 03101

ODYSSEY AMERICA REINSURANCE CORP
300 FIRST STAMFORD PLACE
STAMFORD, CT 06902

X

Signatures

/s/ Paul Rivett, Vice President	12/22/2009
**Signature of Reporting Person	Date
/s/ V. Prem Watsa	12/22/2009
**Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	12/22/2009
**Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	12/22/2009
**Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	12/22/2009
**Signature of Reporting Person	Date
/s/ John J. Bator, Chief Financial Officer	12/22/2009
**Signature of Reporting Person	Date
/s/ Peter H. Lovell, Senior Vice President	12/22/2009
**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) \$15 million aggregate principal amount of Senior Notes were exchanged for 4,308,094 Shares by Fairfax Financial Holdings Limited ("Fairfax"), \$7.5 million aggregate principal amount of Senior Notes were exchanged for 2,154,047 Shares by Odyssey America Reinsurance Corporation and \$7.5 million aggregate principal amount of Senior Notes were exchanged for 2,154,047 Shares by TIG Insurance Company.
- (2) The Shares are held directly by Fairfax and held by subsidiaries of Fairfax, including, following the transactions reported herein, 7,224,694 Shares held directly by Fairfax, 9,003,782 Shares held by TIG Insurance Company and 15,917,140 Shares held by Odyssey America Reinsurance Corporation.
- (3) The Senior Notes are convertible into cash and, if applicable, Shares based on an initial conversion rate, subject to adjustment, of 163.8136 Shares per \$1,000 principal amount of Senior Notes. Upon conversion, in lieu of Shares, for each \$1,000 principal amount of Senior Notes a holder will receive an amount in cash equal to the lesser of (i) \$1,000 and (ii) the conversion value, determined in the manner set forth in the indenture governing the Senior Notes. If the conversion value exceeds \$1,000, ICO will also deliver, at its election, cash or Shares or a combination of cash and Shares for the conversion value in excess of \$1,000.
- (4) The Senior Notes may become convertible earlier than February 1, 2012 upon the occurrence of certain trigger events, as set forth in the indenture governing the Senior Notes.
- (5) The Senior Notes are convertible until the close of business on the business day immediately preceding August 1, 2012.

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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