

International Coal Group, Inc.
Form 3
June 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

ARCH COAL INC

(Last) (First) (Middle)

ONE CITYPLACE
DRIVE, SUITE 300

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/14/2011

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share ⁽¹⁾ 171,715,886 ⁽²⁾

I See Footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCH COAL INC ONE CITYPLACE DRIVE SUITE 300 ST. LOUIS, MO 63141	Â	Â X	Â	Â
Atlas Acquisition Corp. C/O ARCH COAL, INC. ONE CITYPLACE DRIVE, SUITE 300 ST. LOUIS, MO 63141	Â	Â X	Â	Â

Signatures

/s/ Robert G. Jones, Senior Vice President & Law, General Counsel and Secretary for ARCH COAL, INC.	06/16/2011
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____Signature of Reporting Person

Date

/s/ John W. Eaves, President for ALTAS ACQUISITION CORP.	06/16/2011
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____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This form is a joint filing by Arch Coal, Inc., a Delaware corporation ("Arch"), and Atlas Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of Arch ("Merger Sub").
Shares of common stock, par value \$0.01 per share (the "Shares"), of International Coal Group, Inc. ("ICG") acquired pursuant to the
- (2) tender offer effected pursuant to the Agreement and Plan of Merger, dated as of May 2, 2011 (as amended from time to time), by and among Arch, Merger Sub and ICG.
- (3) Shares are held by Merger Sub. As Merger Sub is a direct wholly owned subsidiary of Arch, Arch may be deemed to have acquired indirect beneficial ownership of the Shares.

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.