

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person *  <u>Wadle Libby</u>  (Last) (First) (Middle) <u>C/O J.CREW GROUP, INC.</u> <u>770 BROADWAY</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10003</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>J CREW GROUP INC [ JCG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>EVP Factory &amp; Madewell</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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, par value \$0.01	08/14/2009		M		14,518	A	\$6.93	58,277	D	
Common Stock, par value \$0.01	08/14/2009		s <sup>(1)</sup>		14,518	D	\$30.6246 <sup>(2)</sup>	44,359	D	
Common Stock, par value \$0.01	08/14/2009		F		2,055	D	\$30.575	42,304 <sup>(3)</sup>	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$6.93	08/14/2009		M			14,518	(4)	08/14/2015	Common Stock	14,518	\$0	0	D	

Explanation of Responses:

1. The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan entered into by Ms. Wadle on June 2, 2009.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.47 to \$31.04 , inclusive. The reporting person undertakes to provide to J.Crew Group, Inc., any security holder of J.Crew Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
3. Includes 35,500 restricted shares of Common Stock, granted under an equity incentive plan of the issuer, 8,750 shares will vest (subject to the issuer's satisfaction of certain performance criteria over a three-year period commencing on May 15, 2007) on each of May 15, 2011 and May 15, 2012; and up to 9,000 shares will vest (subject to the issuer's satisfaction of certain performance criteria during the fiscal year ending January 30, 2010) on each of April 15, 2010 and April 15, 2011.
4. The options became exercisable in two equal installments beginning on August 14, 2008.

Remarks:

Arlene S. hong is signing on behalf of Libby Wadle pursuant to an authorization and designation letter previously filed with the Securities and Exchange Commission.

Arlene S. Hong pursuant to a power of attorney filed with the Commission  
08/18/2009

\*\* Signature of Reporting Person                      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.