

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



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

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|--|--|---|
| 1. Name and Address of Reporting Person * <u>SLOAN STUART M</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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 |
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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 | 03/07/2011 | | D ⁽¹⁾⁽²⁾ | | 14,582 | D | \$43.5 | 0 | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (right to purchase) | \$3.53 | 03/07/2011 | | D ⁽³⁾ | | 9,678 | ⁽⁴⁾ | 10/13/2013 | Common Stock | 9,678 | \$39.97 | 0 | D | |
| Stock Option (right to purchase) | \$3.53 | 03/07/2011 | | D ⁽³⁾ | | 19,357 | ⁽⁵⁾ | 12/01/2014 | Common Stock | 19,357 | \$39.97 | 0 | D | |
| Stock Option (right to purchase) | \$6.51 | 03/07/2011 | | D ⁽³⁾ | | 38,715 | ⁽⁶⁾ | 05/16/2015 | Common Stock | 38,715 | \$36.99 | 0 | D | |
| Stock Option (right to purchase) | \$40.04 | 03/07/2011 | | D ⁽³⁾ | | 14,518 | ⁽⁷⁾ | 12/01/2016 | Common Stock | 14,518 | \$3.46 | 0 | D | |
| Stock Option (right to purchase) | \$49.41 | 03/07/2011 | | D ⁽³⁾ | | 5,500 | ⁽⁸⁾ | 06/12/2014 | Common Stock | 5,500 | \$0 | 0 | D | |
| Stock Option (right to purchase) | \$28.585 | 03/07/2011 | | D ⁽³⁾ | | 4,651 | 07/15/2009 | 07/15/2015 | Common Stock | 4,651 | \$14.915 | 0 | D | |
| Stock Option (right to purchase) | \$26.06 | 03/07/2011 | | D ⁽³⁾ | | 3,729 | 06/04/2010 | 06/04/2016 | Common Stock | 3,729 | \$17.44 | 0 | D | |
| Stock Option (right to purchase) | \$40.43 | 03/07/2011 | | D ⁽³⁾ | | 2,589 | 06/08/2011 | 06/08/2017 | Common Stock | 2,589 | \$3.07 | 0 | D | |

Explanation of Responses:

1. Disposed of pursuant to the merger agreement, dated as of November 23, 2010, by and among the issuer, Chinos Holdings, Inc. and Chinos Acquisition Corporation, as amended on January 18, 2011 (the "Merger Agreement").
2. Includes 1,236 restricted shares of Common Stock, granted under an equity incentive plan of the issuer, which vested immediately prior to the effective time of the merger.
3. Disposed of pursuant to the Merger Agreement. Options, to the extent unvested, vested and were cancelled and converted into the right to receive per share the excess of \$43.50 over the per share exercise price.
4. The options became exercisable in four equal annual installments beginning on January 1, 2004.
5. The options became exercisable in two equal annual installments beginning on December 1, 2004.

- 6. The options became exercisable in two equal annual installments beginning on December 1, 2005.
- 7. The options became exercisable in two equal annual installments beginning on December 1, 2006.
- 8. The options became exercisable in three equal annual installments beginning on June 12, 2008.

Remarks:

James Scully is signing on behalf of Stuart Sloan pursuant to a power of attorney previously filed with the Securities and Exchange Commission.

/s/ James Scully pursuant to a
power of attorney filed with the 03/09/2011
Commission

** 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.

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