

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Lyons Jenna</u>  (Last) (First) (Middle) <u>C/O J.CREW GROUP, INC.</u> <u>770 BROADWAY</u>  (Street) <u>NEW YORK NY 10003</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/17/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>J CREW GROUP INC [ JCG ]</u>
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div><u>Creative Director</u></div>
		5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>

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)
<u>Common Stock par value \$0.01</u>	<u>110,120<sup>(1)</sup></u>	<u>D</u>	

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (right to purchase)</u>	<u>06/01/2008</u>	<u>06/01/2014</u>	<u>Common Stock</u>	<u>3,630</u>	<u>3.53</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(2)</u>	<u>07/20/2015</u>	<u>Common Stock</u>	<u>19,824</u>	<u>3.93</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(3)</u>	<u>07/20/2015</u>	<u>Common Stock</u>	<u>48,394</u>	<u>6.51</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(3)</u>	<u>07/20/2015</u>	<u>Common Stock</u>	<u>19,357</u>	<u>7.75</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(3)</u>	<u>07/20/2015</u>	<u>Common Stock</u>	<u>19,357</u>	<u>12.92</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(4)</u>	<u>08/14/2015</u>	<u>Common Stock</u>	<u>48,394</u>	<u>6.93</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(5)</u>	<u>11/15/2013</u>	<u>Common Stock</u>	<u>75,000</u>	<u>33.18</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(6)</u>	<u>05/15/2014</u>	<u>Common Stock</u>	<u>25,000</u>	<u>39.525</u>	<u>D</u>	
<u>Stock Option (right to purchase)</u>	<u>(7)</u>	<u>07/15/2015</u>	<u>Common Stock</u>	<u>110,000</u>	<u>28.585</u>	<u>D</u>	

Explanation of Responses:

1. Includes 99,679 restricted shares of common stock granted under an equity incentive plan of the issuer, of which 9,679 shares vest on 5/5/2009 and 15,000 shares vest on 8/1/2010. Additionally, subject to the issuer's satisfaction of certain performance criteria over a three-year period commencing on May 15, 2007, 12,500 shares will vest on each of May 15, 2011 and May 15, 2012; and subject to the issuer's satisfaction of certain performance criteria over a three-year period commencing on December 17, 2007, 25,000 shares will vest on each of December 17, 2011 and December 17, 2012.
2. 50% of the options were exercisable on 2/1/2008 and 50% of options are exercisable on 2/1/2009.
3. 50% of the options were exercisable on 5/5/2008 and 50% of options are exercisable on 5/5/2009.
4. 50% of the options were exercisable on 8/14/2008 and 50% of options are exercisable on 8/14/2009.
5. 50% of the options are exercisable on 11/15/2010 and 50% of options are exercisable on 11/15/2011.
6. 50% of the options are exercisable on 5/15/2011 and 50% of options are exercisable on 5/15/2012.
7. 25% of the options are exercisable on each of 7/15/2010, 7/15/2011, 7/15/2012 and 7/15/2013

Remarks:

/s/ Arlene S. Hong on behalf of Jenna Lyons  
\*\* Signature of Reporting Person

12/24/2008  
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 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).

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.

## Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Arlene Hong, Alice Givens, Kevin Kelly and James Scully, as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder of J. Crew Group, Inc. (the "Company"), a Form ID, Forms 3, 4 and 5 and any other documents necessary to facilitate the filing of reports in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the

undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 19, 2008.

Signature: /s/ Jenna Lyons

Name: Jenna Lyons

(please print)