

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>REISMAN HEATHER</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. 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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2011</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	03/07/2011		D <sup>(1)(2)</sup>		4,904	D	\$43.5	0	D	
Common Stock, par value \$0.01	03/07/2011		D <sup>(1)</sup>		12,500	D	\$43.5	0	I	Held by NOW! Industries, Inc. <sup>(3)</sup>

**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
Stock Option (right to purchase)	\$49.41	03/07/2011		D <sup>(4)</sup>			10,500	(5)	06/12/2014	Common Stock	10,500	\$0	0	D	
Stock Option (right to purchase)	\$28.585	03/07/2011		D <sup>(4)</sup>			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 <sup>(4)</sup>			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 <sup>(4)</sup>			2,589		06/08/2011 06/08/2017	Common Stock	2,589	\$3.07	0	D	

**Explanation of Responses:**

- 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").
- 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.
- Ms. Reisman owns 100% of NOW! Industries, Inc.
- 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.
- The options became exercisable in three equal annual installments beginning on June 12, 2008.

**Remarks:**

James Scully is signing on behalf of Heather Reisman 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.

**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.**