

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>COULTER JAMES G</u> (Last) (First) (Middle) <u>C/O TEXAS PACIFIC GROUP</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH</u> <u>TX</u> <u>76102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/27/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>J CREW GROUP INC</u> [<u>JCG</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 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)
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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)		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			

Explanation of Responses:

Remarks:

(1) The Reporting Person, David Bonderman and William S. Price, III are each officers, directors and the sole shareholders of TPG Advisors II, Inc. ("Advisors"). Advisors is the general partner of TPG GenPar II, L.P. ("GenPar II"), which is the general partner of each of TPG II, L.P. TPG Parallel II, L.P. ("Parallel II"), TPG Investors II, L.P. (together with Partners II and Parallel II, the "TPG II Funds"), and TPG 1999 Equity II, L.P. ("Equity II"). Because of Advisors' relationship to the TPG II Funds and Equity II, it is deemed to beneficially own the shares of Common Stock of the Issuer owned directly by the TPG II Funds and Equity II, and has made the appropriate filings under the Securities and Exchange Act of 1934. The Reporting Person hereby disclaims beneficial ownership of all shares of the Common Stock of the Issuer held by Advisors that is in excess of his direct or indirect pecuniary interest in such shares. (2) David A. Spuria is signing on behalf of Mr. Coulter pursuant to the authorization and designation letter, which was previously filed with the Securities and Exchange Commission.

No securities are beneficially owned.

/s/ David A. Spuria on behalf of James G. Coulter (1)(2) 06/27/2006

** 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 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.