

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person * <u>Markoe Lynda</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP-Human Resources</u> 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⁾		30,856	D	\$43.5	7,663	D	
Common Stock, par value \$0.01	03/07/2011		D ⁽³⁾		7,663	D	(3)	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$6.93	03/07/2011		D ⁽⁴⁾			19,357	08/14/2008	08/14/2015	Common Stock	19,357	\$36.57	0	D	
Stock Option (right to purchase)	\$33.18	03/07/2011		D ⁽⁴⁾			15,000	(5)	11/15/2013	Common Stock	15,000	\$10.32	0	D	
Stock Option (right to purchase)	\$39.525	03/07/2011		D ⁽⁴⁾			7,500	(6)	05/15/2014	Common Stock	7,500	\$3.975	0	D	
Stock Option (right to purchase)	\$28.585	03/07/2011		D ⁽⁴⁾			20,000	(7)	07/15/2015	Common Stock	20,000	\$14.915	0	D	
Stock Option (right to purchase)	\$16.25	03/07/2011		D ⁽¹⁰⁾			30,000	(8)	04/15/2016	Common Stock	30,000	\$27.25	0	D	
Stock Option (right to purchase)	\$35.02	03/07/2011		D ⁽¹¹⁾			30,000	(9)	09/15/2017	Common Stock	30,000	\$8.48	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 12,000 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. Represents shares contributed, valued at \$43.50 per share, to Chinos Holdings, Inc. in exchange for 74,074 shares of Class L Common Stock, valued at \$4.50 per share.
4. 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.
5. The options became exercisable in two equal annual installments beginning on November 15, 2010.
6. The options become exercisable in two equal annual installments beginning on May 15, 2011.
7. The options became exercisable in four equal annual installments beginning on July 15, 2010.
8. The options became exercisable in five equal annual installments beginning on April 15, 2010.
9. The options become exercisable in five equal annual installments beginning on September 15, 2011.
10. Pursuant to an individual agreement entered into in connection with the merger, 15,129.05 of these options were replaced with an immediately exercisable option to purchase 549,688 shares of Class A common stock of Chinos Holdings, Inc. for \$0.25 per share. The remainder of these options were disposed of pursuant to the Merger Agreement; 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.

11. Pursuant to an individual agreement entered into in connection with the merger, all 30,000 of these options were replaced with an immediately exercisable option to purchase 339,200 shares of Class A common stock of Chinos Holdings, Inc. for \$0.25 per share.

Remarks:

Alice Givens is signing on behalf of Lynda Markoe pursuant to a power of attorney previously filed with the Securities and Exchange Commission.

[/s/ Alice Givens pursuant to a power of attorney filed with the Commission](#) [03/09/2011](#)

** 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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