

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*<br><u>Wadle Libby</u><br><br>(Last) (First) (Middle)<br><u>C/O J.CREW GROUP, INC.</u><br><u>770 BROADWAY</u><br><br>(Street)<br><u>NEW YORK</u> <u>NY</u> <u>10003</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>J CREW GROUP INC [ JCG ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/07/2011</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP Retail &amp; Factory</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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>            |   | 40,804  | 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 |   |  |  |   |  |
| Stock Option (right to purchase)           | \$20   | 03/07/2011                           |  | D <sup>(3)</sup>               |   | 11,250   | (4)  | 06/27/2016      | Common Stock 11,250   | \$23.5                                     | 0  | D   |  |
| Stock Option (right to purchase)           | \$33.18  | 03/07/2011                           |  | D <sup>(3)</sup>               |   | 50,000   | (5)  | 11/15/2013      | Common Stock 50,000   | \$10.32                                    | 0  | D   |  |
| Stock Option (right to purchase)           | \$39.525   | 03/07/2011                           |  | D <sup>(3)</sup>               |   | 17,500   | (6)  | 05/15/2014      | Common Stock 17,500   | \$3.975                                    | 0  | D   |  |
| Stock Option (right to purchase)           | \$28.585   | 03/07/2011                           |  | D <sup>(3)</sup>               |   | 75,000   | (7)  | 07/15/2015      | Common Stock 75,000   | \$14.915                                   | 0  | D   |  |
| Stock Option (right to purchase)           | \$16.25  | 03/07/2011                           |  | D <sup>(10)</sup>              |   | 125,000  | (8)  | 04/15/2016      | Common Stock 125,000  | \$27.25                                    | 0  | D   |  |
| Stock Option (right to purchase)           | \$35.02  | 03/07/2011                           |  | D <sup>(11)</sup>              |   | 75,000   | (9)  | 09/15/2017      | Common Stock 75,000   | \$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 34,000 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. 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 June 27, 2007.

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, 2009.

8. The options became exercisable in five equal annual installments beginning on April 15, 2010.

9. The options became exercisable in five equal annual installments beginning on September 15, 2011.

10. Pursuant to an individual agreement entered into in connection with the merger, 25,590.21 of these options were replaced with an immediately exercisable option to purchase 929,777 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 75,000 of these options were replaced with an immediately exercisable option to purchase 848,000 shares of Class A common stock of Chinos Holdings, Inc. for \$0.25 per share.

**Remarks:**

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

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.**