

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person * <b>Gardner Tracy</b>  (Last) (First) (Middle) <b>C/O J. CREW GROUP, INC.</b> <b>770 BROADWAY</b>  (Street) <b>NEW YORK NY 10003</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>J CREW GROUP INC [ JCG ]</b>	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) <b>President - Retail &amp; Direct</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/03/2009</b>	

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	09/03/2009		M		18,808	A	\$7.75	147,386	D	
Common Stock, par value \$0.01	09/03/2009		s <sup>(1)</sup>		18,808	D	\$32.5273 <sup>(2)</sup>	128,578 <sup>(3)</sup>	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
Stock Option (right to purchase)	\$7.75	09/03/2009		M			18,808	(4)	04/01/2014	Common Stock	18,808	\$0	0	D	

Explanation of Responses:

- The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan entered into by Ms. Gardner on September 1, 2009.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.50 to \$32.67, inclusive. The reporting person undertakes to provide to J.Crew Group, Inc., any security holder of J.Crew Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- Includes 77,500 restricted shares of Common Stock, granted under an equity incentive plan of the issuer, of which 18,750 shares will vest (subject to the issuer's satisfaction of certain performance criteria over a three-year period commencing on May 15, 2007) on each of May 15, 2011 and May 15, 2012; and up to 20,000 shares will vest (subject to the issuer's satisfaction of certain performance criteria during the fiscal year ending January 30, 2010) on each of April 15, 2010 and April 15, 2011.
- The options became exercisable in four equal annual installments beginning on April 1, 2006.

Remarks:

Arlene S. Hong is signing on behalf of Tracy Gardner pursuant to an authorization and designation letter previously filed with the Securities and Exchange Commission.

[Arlene S. Hong pursuant to a power of attorney filed with the 09/03/2009 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.

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