

☐ 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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Lyons Jenna</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>	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>Pres-Exec Creative Director</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2010</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	09/15/2010		A		30,000	A	(1)	149,304 ⁽²⁾	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)	\$35.02	09/15/2010		A		175,000		(3)	09/15/2017	Common Stock	175,000	\$0	175,000	D	

Explanation of Responses:

1. 30,000 restricted shares of Common Stock were granted pursuant to an equity incentive plan of the issuer. Subject to the issuer's satisfaction of certain performance criteria in any of fiscal years 2011 or 2012, 15,000 shares will vest on each of September 15, 2013 and September 15, 2014.
2. Includes 100,000 restricted shares of Common Stock, granted under an equity incentive plan of the issuer, of which 25,000 shares will vest (subject to the issuer's satisfaction of certain performance criteria over a three year period commencing on December 17, 2007) on each of December 17, 2011 and December 17, 2012; 20,000 shares will vest on April 15, 2011; and 15,000 shares will vest (subject to the issuer's satisfaction of certain performance criteria in any of fiscal years 2011 or 2012) on each of September 15, 2013 and September 15, 2014.
3. The options become exercisable in five equal annual installments beginning on the first anniversary of the Grant Date. The options are subject to a cap which results in a stock-settled automatic exercise of any then vested options if the Fair Market Value (as defined in the J.Crew Group, Inc. Amended and Restated 2008 Equity Incentive Plan) of the Corporation's Common Stock reaches or exceeds 400% of the exercise price.

Remarks:

Alice Givens is signing on behalf of Jenna Lyons 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 09/17/2010
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.