

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Pfeifle Jeffrey</u>  (Last) (First) (Middle) C/O J. CREW GROUP, INC. 770 BROADWAY  (Street) NEW YORK NY 10003  (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) <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2007	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/04/2007		M		10,000	A	\$7.75	519,141 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/04/2007		s <sup>(2)</sup>		2,000	D	\$50.5025 <sup>(3)</sup>	517,141 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/04/2007		s <sup>(2)</sup>		2,000	D	\$50.64 <sup>(3)</sup>	515,141 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/04/2007		s <sup>(2)</sup>		2,000	D	\$50.8 <sup>(3)</sup>	513,141 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/04/2007		s <sup>(2)</sup>		2,500	D	\$50.05 <sup>(3)</sup>	510,641 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/04/2007		s <sup>(2)</sup>		1,500	D	\$50.0087 <sup>(3)</sup>	509,141 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		M		23,501	A	\$7.75	532,642 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$48.9 <sup>(3)</sup>	530,142 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$49 <sup>(3)</sup>	527,642 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$48.96 <sup>(3)</sup>	525,142 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$48.9656 <sup>(3)</sup>	522,642 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$49 <sup>(3)</sup>	520,142 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$48.65 <sup>(3)</sup>	517,642 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$48.9 <sup>(3)</sup>	515,142 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$48.9 <sup>(3)</sup>	512,642 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		1,001	D	\$48.9 <sup>(3)</sup>	511,641 <sup>(1)</sup>	D	
Common Stock par value \$0.01	06/05/2007		s <sup>(2)</sup>		2,500	D	\$49.0316 <sup>(3)</sup>	509,141 <sup>(1)</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	06/04/2007		M			10,000	(4)	03/26/2014	Common Stock	10,000	\$0	196,005 <sup>(5)</sup>	D	
Stock Option (right to purchase)	\$7.75	06/05/2007		M			23,501	(4)	03/26/2014	Common Stock	23,501	\$0	172,504 <sup>(6)</sup>	D	

Explanation of Responses:

1. Includes 114,930 restricted shares of Common Stock, granted under an equity incentive plan of the issuer, of which 24,197 shares will vest on each of November 1, 2007 and November 1, 2008; 29,036 shares will vest on August 14, 2009; and, subject to the issuer's satisfaction of certain performance criteria over a three-year period commencing on May 15, 2007, 18,750 shares will vest on each of May 15, 2011 and May 15, 2012.

2. The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan entered into by Mr. Pfeifle on March 16, 2007.

3. The sales prices reported on this Form 4 are averages of prices from multiple transactions. Please see Schedule A and B filed herewith as Exhibit 99.1 for individual transaction volumes and prices.

4. The options were exercisable as of February 1, 2005.

5. 34,001 of the options were exercisable on February 1, 2005; 54,001 of the options were exercisable on each of February 1, 2006 and February 1, 2007; and 54,002 of the options will vest and become exercisable on February 1, 2008.

6. 10,500 of the options were exercisable on February 1, 2005; 54,001 of the options were exercisable on each of February 1, 2006 and February 1, 2007; and 54,002 of the options will vest and become exercisable on February 1, 2008.

**Remarks:**

(7) Arlene S. Hong is signing on behalf of Jeffrey Pfeifle pursuant to an authorization and designation letter previously filed with the SEC.

/s/ Arlene S. Hong on behalf of  
Jeffrey Pfeifle (Z) 06/06/2007

\*\* 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.**

Schedule A  
06/04/2007

Block 1

Quantity	Price
100	50.51
100	50.50
100	50.54
100	50.50
1,400	50.50
100	50.50
100	50.50

Block 2

Quantity	Price
400	50.67
1,200	50.63
100	50.63
100	50.65
100	50.64
100	50.64

Block 3

Quantity	Price
100	50.80
500	50.80
1,000	50.80
100	50.80
100	50.80
100	50.80
100	50.80

Block 4

Quantity	Price
1,700	50.05
100	50.05
700	50.05

Block 5

Quantity	Price
100	50.03
500	50.01
500	50.00
200	50.00
100	50.03
100	50.02

Schedule B  
06/05/2007

Block 1

Quantity	Price
2,500	48.90

Block 2

Quantity	Price
600	49.00
200	49.00
300	49.00
200	49.00
500	49.00
200	49.00
300	49.00
100	49.00
100	49.00

## Block 3

Quantity	Price
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2,200	48.96
300	48.96

## Block 4

Quantity	Price
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700	48.98
1,500	48.96
300	48.96

## Block 5

Quantity	Price
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300	49.00
100	49.00
100	49.00
100	49.00
100	49.00
500	49.00
800	49.00
100	49.00
400	49.00

## Block 6

Quantity	Price
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300	48.65
100	48.65
800	48.65
100	48.65
200	48.65
100	48.65
100	48.65
100	48.65
100	48.65
600	48.65

## Block 7

Quantity	Price
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100	48.90
100	48.90
100	48.90
200	48.90
200	48.90
200	48.90
300	48.90
200	48.90
300	48.90
200	48.90
100	48.90
100	48.90
100	48.90
100	48.90
200	48.90

## Block 8

Quantity	Price
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100	48.90
100	48.90
100	48.90
800	48.90
1,300	48.90
100	48.90

## Block 9

Quantity	Price
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100	48.90
1	48.90
100	48.90
400	48.90

400

48.90

Block 10

Quantity

Price

300	49.04
300	49.03
100	49.04
100	49.03
100	49.03
200	49.03
500	49.03
100	49.03
400	49.03
200	49.03
200	49.03