

WATSA V PREM ET AL
Form 4
December 17, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

(Last) (First) (Middle)

95 WELLINGTON STREET WEST, SUITE 800

(Street)

TORONTO, ONTARIO, CANADA, A6 M5J 2N7

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

3. Date of Earliest Transaction (Month/Day/Year)

12/17/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Shares of Common Stock, \$0.01 par value (?Shares?) | 12/17/2010 | | S | | 22,577,800 | D | \$ 7.26 |
| | | | | | 22,577,788 | I | |

See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7 | | X | | |
| WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7 | | X | | |
| 1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7 | | X | | |
| SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST VANCOUVER, BC, CANADA, A1 V6C 3L3 | | X | | |
| 810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA, A6 M5J 2N7 | | X | | |
| TIG INSURANCE CO 250 COMMERCIAL STREET SUITE 5000 MANCHESTER, NH 03101 | | X | | |

| | |
|--|---|
| ODYSSEY AMERICA REINSURANCE CORP 300 FIRST STAMFORD PLACE STAMFORD, CT 06902 | X |
| CLEARWATER INSURANCE CO 300 FIRST STAMFORD PLACE STAMFORD, CT 06902 | X |
| UNITED STATES FIRE INSURANCE CO 305 MADISON AVE. MORRISTOWN, NJ 07962 | X |
| NORTH RIVER INSURANCE CO 305 MADISON AVE. MORRISTOWN, NJ 07962 | X |

Signatures

| | |
|--|------------|
| /s/ V. Prem Watsa, Chairman and Chief Executive Officer | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa, President | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa, President | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa, President | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ John J. Bator, Chief Financial Officer and Senior Vice President | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ Kirk M. Reische, Vice President | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ Kirk M. Reische, Vice President | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ Dennis J. Hammer, Senior Vice President and Controller | 12/17/2010 |
| __Signature of Reporting Person | Date |
| /s/ Dennis J. Hammer, Senior Vice President and Controller | 12/17/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

(1) Following the transactions reported herein, 22,577,788 Shares are held by subsidiaries of Fairfax, including 5,930,229 Shares held directly by TIG Insurance Company, 10,483,840 Shares held directly by Odyssey America Reinsurance Corporation and 1,405,125 Shares held directly by Clearwater Insurance Company. Following the transactions reported herein, neither United States Fire Insurance Company nor The North River Insurance Company holds any Shares.

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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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