

BAYNE LISA T  
Form 4  
November 14, 2005

**FORM 4**

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

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).

**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 \*  
BAYNE LISA T

(Last) (First) (Middle)

THE J. JILL GROUP, INC., 4  
BATTERYMARCH PARK

(Street)

QUINCY, MA 02169

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
J JILL GROUP INC [JILL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP/CMO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Statutory Stock Option (right to buy)	\$ 13.13	11/09/2005			A		8,000		11/09/2005 <sup>(1)(2)</sup>	11/09/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 13.13	11/09/2005			A		22,000		11/09/2005 <sup>(1)(2)</sup>	11/09/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAYNE LISA T THE J. JILL GROUP, INC. 4 BATTERYMARCH PARK QUINCY, MA 02169			EVP/CMO	

## Signatures

/s/ Olga L. Conley, signed as Attorney-in-Fact under "Power of Attorney and Confirming Statement" on file with the Commission.

11/11/2005

\_\_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) Date indicated is date of grant. Option vests as follows: (a) one-third on November 9, 2006; (b) one-third on November 9, 2007; (c) one-third on November 9, 2008.

(2) Option vests in full upon death of holder while employed by the Company. Option is subject to accelerated vesting in event that a "Qualified Sale" occurs and immediately prior to such Qualified Sale holder is an employee of the Company. Immediately prior to such Qualified Sale the option shall become exercisable as to an additional one-third of the shares subject to the option. "Qualified Sale" means closing of a sale of all or substantially all of the assets or issued and outstanding capital stock of the Company, or the closing of a merger or consolidation involving the Company in which stockholders of the Company immediately before such merger or consolidation do not own immediately after such merger or consolidation capital stock or other equity interest of surviving corporation or entity representing more than fifty percent in voting power of capital stock or other equity interest of such surviving corporation or entity outstanding immediately after such merger or consolidation.

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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