

J JILL GROUP INC  
 Form 3  
 June 06, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Clinch Peter		(Month/Day/Year)	J JILL GROUP INC [JILL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		06/02/2005		
THE J. JILL GROUP, INC.,Â 4			(Check all applicable)	
BATTERYMARCH PARK			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
QUINCY,Â MAÂ 02169			SVP, Inventory Management	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,774	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	11/26/2001 <sup>(1)(6)(8)</sup>	11/26/2011	Common Stock	15,000	\$ 12.66	D	Â
Incentive Stock Option (right to buy)	05/30/2003 <sup>(2)(7)(8)</sup>	05/30/2013	Common Stock	7,000	\$ 15.26	D	Â
Nonqualified Stock Option (right to buy)	05/30/2003 <sup>(3)(7)(8)</sup>	05/30/2013	Common Stock	3,000	\$ 15.26	D	Â
Incentive Stock Option (right to buy)	02/25/2004 <sup>(4)(7)(8)</sup>	02/25/2014	Common Stock	10,000	\$ 15.51	D	Â
Nonqualified Stock Option (right to buy)	12/10/2004 <sup>(5)</sup>	12/10/2014	Common Stock	15,000	\$ 16.99	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clinch Peter THE J. JILL GROUP, INC. 4 BATTERYMARCH PARK QUINCY, MA 02169	Â	Â	Â SVP, Inventory Management	Â

## Signatures

/s/ Linda L. Trudel, signed as Attorney-in-Fact under "Power of Attorney and Confirming Statement" attached hereto.

06/06/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 26, 2002; (b) one-third on November 26, 2003; (c) one-third on November 26, 2004.
- (2) Date indicated is date of grant. Option vests as follows: (a) one-third on May 30, 2004; (b) one-third on May 30, 2005; (c) one-third on May 30, 2006.
- (3) Date indicated is date of grant. Option vests as follows: (a) one-third on May 30, 2004; (b) one-third on May 30, 2005; (c) one-third on May 30, 2006.
- (4) Date indicated is date of grant. Option vests as follows: (a) one-third on February 25, 2005; (b) one-third on February 25, 2006; (c) one-third on February 25, 2007.
- (5) Date indicated is date of grant. Option is vested in full.
- (6) Option is subject to accelerated vesting in the event that a "Qualified Sale" occurs and immediately prior to closing of such Qualified Sale holder is an employee of the Company. Immediately prior to such closing option shall become exercisable as to number of shares subject to option, up to 100%, equal to two times number of shares as to which option would have been exercisable immediately prior to such closing. "Qualified Sale" means a sale of all or substantially all of assets or issued and outstanding capital stock of the Company, or 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 interests of surviving corporation or entity representing more than 50% in voting power of capital stock or other equity interests of such surviving corporation or entity outstanding

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immediately after such merger or consolidation.

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

- (7) 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.
- (8) Option vests in full upon death of holder while employed by the Company.

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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