

WATSA V PREM ET AL

Form 4

November 20, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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, 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)

11/18/2008

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)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 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, \$0.01 par value	11/18/2008		P		382,100	A	\$ 2.2143	21,437,100	I	See footnote <u>(1)</u>
Common Stock, \$0.01 par value	11/19/2008		P		600,300	A	\$ 1.9462	22,037,400	I	See footnote <u>(1)</u>
Common Stock, \$0.01 par	11/19/2008		P		2,212,000	A	\$ 1.7976	24,249,400	I	See footnote <u>(1)</u>

value

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 (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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
95 WELLINGTON STREET WEST
SUITE 800
TORONTO, ONTARIO, A6 M5J 2N7

X

WATSA V PREM ET AL
95 WELLINGTON STREET WEST
SUITE 800
TORONTO, ONTARIO, A6 M5J 2N7

X

1109519 ONTARIO LTD
95 WELLINGTON STREET WEST
SUITE 800
TORONTO, ONTARIO, A6 M5J 2N7

X

SIXTY TWO INVESTMENT CO LTD
1600 CATHEDRAL PLACE
925 WEST GEORGIA ST.
VANCOUVER, BRITISH COLUMBIA, A1 V6C 3L3

X

810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, A6 M5J 2N7	X
UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISTOWN, NJ 07962	X
TIG INSURANCE CO 250 COMMERCIAL STREET SUITE 5000 MANCHESTER, NH 03101	X
ODYSSEY RE HOLDINGS CORP 300 FIRST STAMFORD PLACE STAMFORD, CT 06902	X
ODYSSEY AMERICA REINSURANCE CORP 300 FIRST STAMFORD PLACE STAMFORD, CT 06902	X

Signatures

/s/ Paul Rivett, Vice President	11/20/2008
__Signature of Reporting Person	Date
/s/ V. Prem Watsa	11/20/2008
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	11/20/2008
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	11/20/2008
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	11/20/2008
__Signature of Reporting Person	Date
/s/ Paul Bassaline, Vice President	11/20/2008
__Signature of Reporting Person	Date
/s/ John J. Bator, Chief Financial Officer	11/20/2008
__Signature of Reporting Person	Date
/s/ Donald L. Smith, Senior Vice President	11/20/2008
__Signature of Reporting Person	Date
/s/ Donald L. Smith, Senior Vice President	11/20/2008
__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) The shares of common stock are held directly by Fairfax Financial Holdings Limited ("Fairfax") and held by subsidiaries of Fairfax, including, following the transactions reported herein, 1,357,500 shares of common stock held directly by Fairfax, 2,670,500 shares of common stock held by United States Fire Insurance Company, 3,966,600 shares of common stock held by TIG Insurance Company and 11,572,563 shares of common stock held by Odyssey America Reinsurance Corporation.

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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