

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

FORM 144

OMB APPROVAL

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**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

SEC USE ONLY

DOCUMENT SEQUENCE NO.

CUSIP NUMBER

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale
directly with a market maker

WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print)

J. Crew Group, Inc. (the "Issuer")

(b) IRS IDENT. NO.

22-2894486

(c) S.E.C. FILE NO.

001-32927

1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP
CODE

770 Broadway New York NY 10003

(e) TELEPHONE NO.

(212) 209 - 2500

2 (a) NAME OF PERSON FOR WHOSE
ACCOUNT THE SECURITIES
ARE TO BE SOLD

TPG Partners II, L.P. ("Seller")

(b) IRS IDENT. NO.

75-2698246

(c) RELATIONSHIP
TO
ISSUER

Shareholder

(d) ADDRESS STREET CITY STATE ZIP
CODE

**301 Commerce Street Suite 3300
Fort Worth, Texas 76102**

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Common Stock, par value \$0.01 per share	Goldman, Sachs & Co. 1 New York Plaza New York, NY 10004		1,705,680 (1)	\$55,127,578 (9/18/2008)	62,432,255 (8/29/2008)	9/19/2008	NYSE

INSTRUCTIONS:

1. (a) Name of issuer

(b) Issuer's I.R.S. Identification Number

(c) Issuer's S.E.C. file number, if any

(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold

(b) Such person's I.R.S. identification number, if such person is an entity

(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold

(b) Name and address of each broker through whom the securities are intended to be sold

(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)

(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof

outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I – SECURITIES TO BE SOLD

*Furnish the following information with respect to the acquisition of the securities to be sold
and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	July 1997 July 2006	On July 22, 1997, Seller, together with certain of its co-investing affiliates, acquired shares of the Issuer's common stock, which following certain stock splits, totalled 14,158,033 shares. On July 3, 2006, Seller, together with certain of its co-investing affiliates, acquired an aggregate of 3,364,593 shares of common stock of the Issuer from TPG-MD Investment, LLC in a privately negotiated transaction. On July 13, 2006, in connection with the initial public offering of the issuer, Seller, together with certain of its co-investing affiliates, acquired 3,673,729 shares of common stock of the Issuer. After the acquisitions specified above, Seller directly held 18,077,100 shares.	July 22, 1997: Issuer July 3, 2006: TPG-MD Investment, LLC July 13, 2006: Issuer	18,077,100	July 1997 July 2006	Cash (7/22/1997 and 7/13/2006 acquisitions) Conversion of debt (7/3/2006 acquisition)

INSTRUCTIONS: . If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Sellers	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
N/A	N/A	N/A	N/A	N/A

REMARKS:

(1) Sales by Seller should be aggregated with the sales of TPG Parallel II, L.P. and TPG Investors II, L.P. (together with the Seller, the "Affiliates"), which are under common control. The Affiliates are hereby filing separate Forms 144 for aggregate sales of 2,000,000 shares of the Issuer's Common Stock.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

9/19/2008

DATE OF NOTICE

/s/ Clive D.

Bode

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.
Any copies not manually signed shall bear typed or printed signatures.*

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).