

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Gardner Tracy			J CREW GROUP INC [ JCG ]		X Director 10% Owner	
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		X Officer (give title below) Other (specify below)	
C/O J.CREW GROUP, INC.			04/30/2007		President - Retail Direct Divs	
770 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					X Form filed by One Reporting Person	
NEW YORK NY 10003					Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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, par value \$0.01	04/30/2007		S <sup>(1)</sup>		12,099	D	\$41.4554 <sup>(2)</sup>	133,083 <sup>(3)</sup>	D	
Common Stock, par value \$0.01	05/01/2007		S <sup>(1)</sup>		12,098	D	\$39.7637 <sup>(4)</sup>	120,985 <sup>(3)</sup>	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan entered into by Ms. Gardner on March 16, 2007.

2. The price reported on this Form 4 is an average of prices from multiple transactions. Please see Schedule A filed herewith as Exhibit 99.1 for individual transaction volumes and prices.

3. Includes 96,788 restricted shares of Common Stock, granted under an equity incentive plan of the issuer, of which 24,197 will vest on each of April 1, 2008 and April 1, 2009, 9,679 will vest on each of May 5, 2007 and May 5, 2008 and 29,036 will vest on August 14, 2009.

4. The price reported on this Form 4 is an average of prices from multiple transactions. Please see Schedule B filed herewith as Exhibit 99.2 for individual transaction volumes and prices.

Remarks:

(5) Arlene S. Hong is signing on behalf of Tracy Gardner pursuant to an authorization and designation letter previously filed with the SEC.

/s/ Arlene S. Hong on behalf of Tracy Gardner (5) 05/02/2007

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## Schedule A

Quantity	Price
100	41.50
800	41.45
100	41.51
100	41.50
300	41.49
100	41.47
100	41.53
200	41.52
100	41.58
100	41.62
100	41.58
200	41.57
100	41.57
100	41.59
100	41.58
100	41.59
100	41.57
100	41.50
100	41.55
200	41.46
100	41.46
200	41.56
200	41.52
100	41.54
200	41.52
200	41.52
100	41.52
100	41.52
100	41.51
100	41.46
100	41.47
200	41.44
200	41.44
100	41.47
100	41.45
200	41.44
200	41.43
100	41.42
100	41.41
100	41.45
100	41.41
100	41.47
200	41.43
200	41.42
200	41.41
100	41.41
100	41.48
100	41.41

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200	41.40
200	41.40
100	41.40
200	41.41
200	41.40
200	41.40
200	41.40
200	41.40
100	41.44
100	41.43
200	41.42
100	41.40
100	41.41
100	41.43
100	41.42
200	41.40
200	41.42
100	41.42
200	41.41
200	41.41
100	41.41
100	41.46
100	41.43
200	41.40
200	41.44
100	41.45
200	41.45
200	41.45
100	41.41
100	41.40
399	41.36



## Schedule B

Quantity	Price
800	40.25
300	39.59
600	39.60
100	39.59
100	39.15
100	39.43
100	39.36
100	39.43
100	39.64
100	39.71
135	39.43
100	39.43
100	39.49
100	39.34
100	39.02
100	38.95
100	38.99
100	38.95
100	39.34
100	39.35
100	39.41
100	39.46
100	39.45
100	39.22
100	39.20
100	39.28
100	39.35
100	39.50
100	39.48
100	39.46
100	39.41
100	39.42
100	39.49
100	39.58
100	39.54
100	39.59
100	39.70

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100	39.74
100	39.76
100	39.78
100	39.81
100	39.87
100	39.95
100	39.91
100	39.89
100	39.84
100	39.86
100	39.91
100	39.90
100	39.89
100	39.93
100	39.90
100	39.90
100	39.93
100	39.92
100	39.96
100	39.94
100	39.98
100	40.07
200	40.08
100	40.13
50	40.12
50	40.13
100	40.12
100	40.06
100	40.00
100	39.91
100	39.87
100	39.85
100	39.84
100	39.87
100	39.82
100	39.80
100	39.80
100	39.80
100	39.76
100	39.76
100	39.76
100	39.75
100	39.75
100	39.83
100	39.87
100	39.87
100	39.88
100	39.92
100	39.97
100	39.97
100	39.99
100	39.99
100	40.01
100	40.03
100	40.05
100	40.03
100	40.03
100	40.03
100	40.01
100	39.99
100	39.93
100	39.92
200	39.89
100	39.88
200	39.87
100	39.95
163	39.91

