

BEZIK CYNTHIA B  
Form 4  
July 01, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BEZIK CYNTHIA B**

(Last) (First) (Middle)

C/O INTERNATIONAL COAL GROUP, INC., 300 CORPORATE CENTRE DRIVE

(Street)

SCOTT DEPOT, WV 25560

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

International Coal Group, Inc. [ICO]

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

07/01/2009

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
					(A) or (D)		
Common Stock	07/01/2009		A		4,371 (1)	A	D
					\$ 2.86 (1)		
					32,058		

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

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SEC 1474 (9-02)

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



----- TOTAL LIABILITIES 5,057 5,065 Stockholders' Equity 14,904 13,680 -----  
 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$19,961 \$18,745 ===== F-33  
 YEARS ENDED DECEMBER 31, ----- STATEMENTS OF INCOME 2003 2002 -----  
 ----- (IN THOUSANDS) Dividends from banking subsidiary \$ 485 \$ 416 Interest expense on junior subordinated  
 debentures (248) (132) Other expenses (88) (23) ----- INCOME BEFORE INCOME TAX BENEFIT  
 AND EQUITY IN 149 261 UNDISTRIBUTED NET INCOME OF BANKING SUBSIDIARY Income tax benefits  
 134 62 ----- INCOME BEFORE EQUITY IN UNDISTRIBUTED NET 283 323 INCOME OF  
 BANKING SUBSIDIARY Equity in undistributed net income of banking subsidiary 1,158 833 -----  
 NET INCOME \$1,441 \$1,156 ===== YEARS ENDED DECEMBER 31,

----- STATEMENTS OF CASH FLOWS 2003 2002 ----- (IN THOUSANDS)  
 CASH FLOWS FROM OPERATING ACTIVITIES Net income \$1,441 \$1,156 Adjustments to reconcile net income  
 to net cash provided by operating activities: Net change in other assets and liabilities 57 111 Equity in undistributed  
 net income of banking subsidiary (1,158) (833) ----- NET CASH PROVIDED BY OPERATING  
 ACTIVITIES 340 434 ----- CASH FLOWS FROM FINANCING ACTIVITIES Cash dividends paid,  
 net of reinvestments (228) (298) Capital contribution to subsidiary - (5,255) Proceeds from the issuance of capital  
 debentures - 5,000 Purchase of treasury stock (25) (156) Proceeds from exercise of stock options 47 49 Cash paid in  
 lieu of fractional shares (4) - ----- NET CASH USED IN FINANCING ACTIVITIES (210) (660)  
 ----- NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS 130 (226) CASH  
 AND CASH EQUIVALENTS - BEGINNING OF YEAR 45 271 ----- CASH AND CASH  
 EQUIVALENTS - END OF YEAR \$ 175 \$ 45 ===== F-34 [OUTSIDE BACK COVER]

WE HAVE NOT AUTHORIZED ANY DEALER, SALESPERSON OR OTHER PERSON TO GIVE YOU  
 WRITTEN INFORMATION OTHER THAN THIS PROSPECTUS OR TO MAKE REPRESENTATIONS AS TO  
 MATTERS NOT STATED IN THIS PROSPECTUS. YOU MUST NOT RELY ON UNAUTHORIZED  
 INFORMATION. THIS PROSPECTUS IS NOT AN OFFER TO SELL THOSE SECURITIES OR OUR  
 SOLICITATION OF YOUR OFFER TO BUY THE SECURITIES IN ANY JURISDICTION WHERE THAT  
 WOULD NOT BE PERMITTED OR LEGAL. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY  
 SALES MADE HEREUNDER AFTER THE DATE OF THIS PROSPECTUS SHALL CREATE AN  
 IMPLICATION THAT THE INFORMATION CONTAINED HEREIN OR THE AFFAIRS OF THE COMPANY  
 HAVE NOT CHANGED SINCE THE DATE HEREOF. TABLE OF CONTENTS Prospectus Summary Summary  
 Financial Data Risk Factors Forward-Looking Statements Use of Proceeds Market for the Common Stock SUSSEX  
 BANCORP Capitalization Management's Discussion and Analysis of Financial Condition and Results of Operations  
 \_\_\_\_\_ Shares of Common Stock Supervision and Regulation Management Description of the Company's Securities  
 Underwriting PROSPECTUS Legal Matters Experts Where You Can Get More Information \_\_\_\_\_, 2004  
 Index to the Consolidated Financial Statements PART II INFORMATION NOT REQUIRED BY PROSPECTUS  
 ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS Article VI of the Company's Certificate of  
 Incorporation provides: Subject to the following, a director or officer of the Corporation shall not be personally liable  
 to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders.  
 The preceding sentence shall not relieve a director or officer from liability for any breach of duty based upon an act or  
 omission (i) in breach of such person's duty of loyalty to the Corporation or its shareholders, (ii) not in good faith or  
 involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit. If the  
 New Jersey Business Corporation Act is amended to authorize corporate action further eliminating or limiting the  
 personal liability of directors or officers, then the liability of a director or officer or both of the Corporation shall be  
 eliminated or limited to the fullest extent permitted by the New Jersey Business Corporation Act as so amended. Any  
 amendment to this Certificate of Incorporation, or change in law which authorizes this paragraph shall not adversely  
 affect any then existing right or protection of a director or officer of the Corporation. Article V of the Company's  
 Certificate of Incorporation provides: The Corporation shall indemnify its officers, directors, employees and agents  
 and former officers, directors, employees and agents, and any other persons serving at the request of the Corporation  
 as an officer, director, employee or agent of another corporation, association, partnership, joint venture, trust, or other  
 enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) incurred in  
 connection with any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative or  
 investigative, with respect to which such officer, director, employee, agent or other person is a party, or is threatened

to be made a party, to the full extent permitted by the New Jersey Business Corporation Act. The indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any by-law, agreement, or vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity, and (ii) shall inure to the benefit of the heirs, executors, and the administrators of any such person. The Corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any person or persons enumerated above against any liability asserted against or incurred by them or any of them arising out of their status as corporate directors, officers, employees, or agents whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article. The Corporation shall, from time to time, reimburse or advance to any person referred to in this article the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding referred to in this article, upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the director or officer establishes that the director's or officer's acts or omissions (i) constitute a breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (ii) were not in good faith, (iii) involved a knowing violation of law, (iv) resulted in the director or officer receiving an improper personal benefit, or (v) were otherwise of such a character that New Jersey law would require that such amount(s) be repaid. ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION Registration Fee..... 2,186 Underwriting

Commission.....	950,000	Printing and Engraving Expenses.....	25,000	Legal Fees and Expenses.....	100,000
		Accounting Fees and Expenses.....	50,000	Blue Sky Fees and Expenses.....	5,000
		Miscellaneous.....	5,000	-----	
Total.....	1,137,186	=====			

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES In connection with the Company's acquisition of Tri-State effective October 1, 2001, the Company entered into employment agreements with each of Messrs. George B. Harper and George Lista. Under these agreements, each of Messrs. Harper and Lista is entitled to receive bonuses based upon the net pre-tax income of Tri-State for each twelve-month period commencing on the effective date of the acquisition. To the extent Tri-State's net pre-tax income exceeds certain designated targets contained in each employment agreement, each of Messrs. Harper and Lista will be entitled to receive a bonus equal to 25% of the amount by which the net pre-tax income of Tri-State exceeds the target. The bonus is to be paid in shares of the Company's common stock. The amount of stock to be issued will be determined by dividing the amount of the bonus by the fair market value of the Company's common stock, determined by taking the average closing price of the common stock for the fifteen trading days prior to issuance. For the twelve-month period ended September 30, 2003, Tri-State exceeded its targeted net pre-tax income, and each of Messrs. Harper and Lista received a bonus of 1,516 shares of the Company's common stock. The employment agreements with Messrs. Harper and Lista expire on September 30, 2006. ITEM 27. INDEX TO EXHIBITS The following exhibits are filed with this Registration Statement: Exhibit Number Description 1. Underwriting Agreement (to be filed by amendment) 3.1 Certificate of Incorporation of Sussex Bancorp 3.2 Bylaws of Sussex Bancorp 4.1 Specimen Common Stock Certificate 5 Opinion of Windels Marx Lane & Mittendorf, LLP regarding the legality of the securities being registered 10.1 1995 Incentive Stock Option Plan 3 10.2 2001 Stock Option Plan 4 10.3 Amendment, dated January 7, 2004, to Employment Agreement dated September 15, 1999 with Donald L. Kovach 5 ----- 1 Incorporated herein by reference to Exhibit A of the Company's Definitive Proxy Statement on Form 14-A filed March 31, 1997 and Exhibit 99.4 of the Company's Form 8-B filed December 13, 1996. 2 Incorporated herein by reference to Exhibit 99.5 of the Company's Form 8-B filed December 13, 1996. 3 Incorporated herein by reference to Exhibit 99.6 of the Company's Form 8-B filed December 13, 1996. 4 Incorporated herein by reference to Exhibit B of the Company's Definitive Proxy Statement on Form 14-A filed March 19, 2001. 5 Incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-KSB for the year ended December 31, 2003. 10.4 Employment Agreement with Terry Thompson dated January 23, 2003 6 10.5 Employment Agreement with Tammy Case dated July 31, 2004 10.6 Employment Agreement with George Lista dated September 28, 2004 7 10.7 Employment Agreement with George B. Harper dated September 28, 2004 8 10.8 Employment Agreement between Sussex Bank and Samuel Chazanow dated August 1, 2003 9 10.9 Amendment, dated January 7, 2004, to Salary Continuation Agreement dated March 15, 2002 with Donald L. Kovach 10 10.10 Salary Continuation Agreement dated January 8, 2004 with Terry Thompson 21 Subsidiaries of Sussex Bancorp 23 Consent of Beard Miller Company LLP 24 Power of Attorney ITEM 28. UNDERTAKINGS The undersigned Registrant hereby

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undertakes: (1) for purposes of determining any liability under the Securities Act of 1933, as amended, (the "Act"), the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4), or Rule 497(h) under the Act as part of this Registration Statement as of the time it was declared effective; and (2) for purposes of determining any liability under the Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. ----- 6 Incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-KSB for the year ended December 31, 2003. 7 Incorporated herein by reference to Exhibit 10(a) of the Company's Form 8-K filed October 4, 2001. 8 Incorporated herein by reference to Exhibit 10(b) of the Company's Form 8-K filed October 4, 2001. 9 Incorporated herein by reference to Exhibit 10 of the Company's Form 10-QSB for the period ended June 30, 2003. 10 Incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-KSB for the year ended December 31, 2003. SIGNATURES In accordance with the requirements of the Securities Act of 1933, Sussex Bancorp certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form SB-2 and has authorized this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of New Jersey on October 6, 2004. SUSSEX BANCORP By: /s/ Donald L. Kovach ----- DONALD L. KOVACH PRESIDENT AND CHIEF EXECUTIVE OFFICER In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates stated. NAME TITLE DATE /s/ Donald L. Kovach President, Chief Executive Officer and October 6, 2004 ----- Director (Chairman of the Board) DONALD L. KOVACH /s/ Candace Leatham Executive Vice President (Principal October 6, 2004 ----- Financial Officer) CANDACE LEATHAM /s/ Irvin Ackerson Director October 6, 2004 ----- IRVIN ACKERSON /s/ Mark J. Hontz Director October 6, 2004 ----- MARK J. HONTZ /s/ Joel D. Marvil Director October 6, 2004 ----- JOEL D. MARVIL /s/ Edward J. Leppert Director October 6, 2004 ----- EDWARD J. LEPPERT /s/ Richard Scott Director October 6, 2004 ----- RICHARD SCOTT /s/ Joseph Zitone Director October 6, 2004 ----- JOSEPH ZITONE /s/ Terry H. Thompson Director October 6, 2004 ----- TERRY H. THOMPSON