

INTERNATIONAL STEEL GROUP INC

Form 4

April 19, 2005

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 *
SPELICH GORDON C

(Last) (First) (Middle)

**C/O INTERNATIONAL STEEL
GROUP INC., 4020 KINROSS
LAKES PARKWAY**

(Street)

RICHFIELD, OH 44286

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**INTERNATIONAL STEEL GROUP
INC [ISG]**

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP - Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, Par Value \$0.01	04/15/2005		D	72,400	D <u>(1)</u> 0	D	
Common Stock, Par Value \$0.01	04/15/2005		D	200,347 (2)	D <u>(1)</u> 0	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 2.76	04/12/2005		D	371,050	<u>(3)</u> 04/12/2008	Common Stock 371,050
Employee Stock Option (right to buy)	\$ 25.55	04/12/2005		D	54,300	<u>(4)</u> 07/07/2009	Common Stock 54,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SPELICH GORDON C C/O INTERNATIONAL STEEL GROUP INC. 4020 KINROSS LAKES PARKWAY RICHFIELD, OH 44286	VP - Business Development

Signatures

/s/ Gordon C.
Spelich 04/15/2005

**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) Disposed of pursuant to merger agreement between International Steel Group Inc. ("ISG"), Mittal Steel Company N.V. and the other parties thereto pursuant to which on April 15, 2005, all of the issued and outstanding shares of the Common Stock, par value \$0.01 per

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share, of ISG were converted into the right to receive (1) \$42.00 per share in cash, (2) 1.21740 Mittal Steel class A common shares, par value E0.01 per share, or (3) a combination of cash and Mittal Steel class A common shares. All elections are subject to the proration procedures provided in the merger agreement.

- (2) Represents the disposition of 200,347 shares of International Steel Group Inc. ("ISG") common stock (the "Common Stock") by the Reporting Person in satisfaction of a variable share forward sale agreement entered into by the Reporting Person with an unaffiliated third party. This variable share forward sale agreement is described in greater detail in Exhibit 99.1 of the Form 4 filed by the Reporting Person on August 4, 2004, which description is incorporated herein by reference.

- (3) This option, which provided for vesting in four equal annual installments beginning April 12, 2002, was cancelled in the merger of International Steel Group Inc. with a wholly owned subsidiary of Mittal Steel Company N.V. (the "Merger") in exchange for a cash payment of \$14,559,099.98 which is equal to the difference between the per share exercise price of the option and \$42.00 per share, multiplied by the number of options cashed out.

- (4) This option, which provided for vesting in four equal annual installments beginning July 7, 2003, was cancelled in the Merger in exchange for a cash payment of \$893,235.00 which is equal to the difference between the per share exercise price of the option and \$42.00 per share, multiplied by the number of options cashed out.

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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