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INTERNATIONAL STEEL GROUP INC

Form 4 April 19, 2005

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

\$0.01

(Print or Type Responses)

1. Name and Address of Reporting Person * BARTHOLOMAY WILLIAM C			2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL STEEL GROUP INC [ISG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
GROUP IN	Last) (First) (Middle) INTERNATIONAL STEEL DUP INC., 4020 KINROSS ES PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 04/15/2005					_X_ Director 10% Owner Officer (give title Other (specify below)		
RICHFIEL	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities A	equired, Dispose	d of, or Benefi	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deem y/Year) Execution any (Month/D		3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4)	posed of		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)	
Common Stock, Par Value \$0.01	04/15/2005			D	97,740	D	(1)	0	I	Through Bartholomay Interest L.P.	
Common Stock, Par Value	04/15/2005			D	23,596	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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SEC 1474 (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. Transactio Code (Instr. 8)	of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou Under Securi	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
					(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		Repo Trans (Instr
				Code V	(A) (D)				of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARTHOLOMAY WILLIAM C C/O INTERNATIONAL STEEL GROUP INC. 4020 KINROSS LAKES PARKWAY RICHFIELD, OH 44286

X

Signatures

/s/ William C.
Bartholomy 04/19/2005

**Signature of Reporting 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
- (1) 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.

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

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