

LENOX GROUP INC
Form 4
May 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
RAMIUS CAPITAL GROUP LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR,

(Street)

NEW YORK CITY, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LENOX GROUP INC [LNX]

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

04/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock Par Value \$0.01 Per Share	04/29/2008		S	14,780 D \$ 1.4965	1,501,964	I	By RCG Carpathia Master Fund, Ltd. (1)
Common Stock Par Value \$0.01 Per Share	04/30/2008		S	4,957 D \$ 1.4884	1,497,007	I	By RCG Carpathia Master Fund, Ltd. (1)
Common Stock Par	05/01/2008		S	15,962 D \$ 1.4843	1,481,045	I	By RCG Carpathia

Value \$0.01 Per Share								Master Fund, Ltd. <u>(1)</u>
Common Stock Par Value	04/29/2008	S	2,720	D	\$ 1.4965	276,477	I	By RGC Enterprise, Ltd <u>(2)</u> <u>(3)</u>
\$0.01 Per Share								
Common Stock Par Value	04/30/2008	S	913	D	\$ 1.4884	275,564	I	By RGC Enterprise, Ltd <u>(2)</u> <u>(3)</u>
\$0.01 Per Share								
Common Stock Par Value	05/01/2008	S	2,938	D	\$ 1.4843	272,626	I	By RGC Enterprise, Ltd <u>(2)</u> <u>(3)</u>
\$0.01 Per Share								

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

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 control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAMIUS CAPITAL GROUP LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022	X	
C4S & CO LLC C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022	X	
COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022	X	See Explanation of Responses
STARK MORGAN B C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022	X	
STRAUSS THOMAS W C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022	X	
SOLOMON JEFFREY M C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK CITY, NY 10022	X	
RCG Enterprise Ltd C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		See Explanation of Responses
RCG CARPATHIA MASTER FUND LTD C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		See Explanation of Responses

Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory	05/01/2008
__Signature of Reporting Person	Date
By: C4S & Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member	05/01/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen	05/01/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark	05/01/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss	05/01/2008
__Signature of Reporting Person	Date

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By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon	05/01/2008
__Signature of Reporting Person	Date
By: RCG Enterprise, Ltd, By: /s/ Owen S. Littman, Authorized Signatory	05/01/2008
__Signature of Reporting Person	Date
By: RCG Carpathia Master Fund, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory	05/01/2008
__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) Consists of Shares owned by RCG Carpathia Master Fund, Ltd. (RCG Carpathia). As the investment advisor of RCG Carpathia, with the power to direct some of the affairs, including decisions with respect to the disposition of the proceeds from the sale of the Shares, of RCG Carpathia, Ramius LLC (Ramius) may be deemed to beneficially own the Shares owned by RCG Carpathia. As the managing member of Ramius, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the Shares owned by RCG Carpathia. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the Shares owned by RCG Carpathia. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (2) Consists of Shares owned by RCG Enterprise, Ltd (RCG Enterprise). As a result of a reorganization of certain of the Reporting Persons and their affiliates, the Shares previously reported as beneficially owned by Ramius Securities, L.L.C. (Ramius Securities), were transferred to RCG Enterprise, its affiliate. As of the date hereof, Ramius Securities no longer beneficially owns any Shares.
- (3) (continued from previous footnote) As the investment manager of RCG Enterprise, with the power to direct some of the affairs, including decisions with respect to the disposition of the proceeds from the sale of the Shares, of RCG Enterprise, Ramius may be deemed to beneficially own the Shares owned by RCG Enterprise. As the managing member of Ramius, C4S may be deemed to beneficially own the Shares owned by RCG Enterprise. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Shares owned by RCG Enterprise. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

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.