

LENOX GROUP INC  
Form 4  
April 28, 2008

**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 \*  
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)  
04/24/2008

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 | 04/24/2008                           |  | S                              | 92,730 D \$ 1.5   | 1,520,781   | I  | By RCG Carpathia Master Fund, Ltd. (1)                |
| Common Stock Par Value \$0.01 Per Share | 04/25/2008                           |  | S                              | 760 D \$ 1.56   | 1,520,021   | I  | By RCG Carpathia Master Fund, Ltd. (1)                |
| Common Stock Par                        | 04/28/2008                           |  | S                              | 3,277 D \$ 1.5249   | 1,516,744   | I  | By RCG Carpathia                                      |

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|                              |            |   |        |   |              |         |   |  |  |
|------------------------------|------------|---|--------|---|--------------|---------|---|--|--|
| Value<br>\$0.01 Per<br>Share |            |   |        |   |              |         |   |  | Master<br>Fund, Ltd.<br><u>(1)</u>                 |
| Common<br>Stock Par<br>Value | 04/24/2008 | S | 17,070 | D | \$ 1.5       | 279,940 | I |  | By RGC<br>Enterprise,<br>Ltd <u>(2)</u> <u>(3)</u> |
| \$0.01 Per<br>Share          |            |   |        |   |              |         |   |  |  |
| Common<br>Stock Par<br>Value | 04/25/2008 | S | 140    | D | \$ 1.56      | 279,800 | I |  | By RGC<br>Enterprise,<br>Ltd <u>(2)</u> <u>(3)</u> |
| \$0.01 Per<br>Share          |            |   |        |   |              |         |   |  |  |
| Common<br>Stock Par<br>Value | 04/28/2008 | S | 603    | D | \$<br>1.5249 | 279,197 | I |  | By RGC<br>Enterprise,<br>Ltd <u>(2)</u> <u>(3)</u> |
| \$0.01 Per<br>Share          |            |   |        |   |              |         |   |  |  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

## Signatures

|  |            |
|--|------------|
| By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory  | 04/28/2008 |
| __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 | 04/28/2008 |
| __Signature of Reporting Person  | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen  | 04/28/2008 |
| __Signature of Reporting Person  | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark   | 04/28/2008 |
| __Signature of Reporting Person  | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss   | 04/28/2008 |
| __Signature of Reporting Person  | Date       |

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|  |            |
|--|------------|
| By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon                | 04/28/2008 |
| __Signature of Reporting Person  | Date       |
| By: RCG Enterprise, Ltd, By: /s/ Owen S. Littman, Authorized Signatory             | 04/28/2008 |
| __Signature of Reporting Person  | Date       |
| By: RCG Carpathia Master Fund, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory | 04/28/2008 |
| __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.