

ENGBERS WILLIAM

Form 4

May 05, 2006

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 *
 ENGBERS WILLIAM

2. Issuer Name **and** Ticker or Trading
 Symbol
 J JILL GROUP INC [JILL]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

3977 HATTERAS COVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/03/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

ORANGE BEACH, AL 36561

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/03/2006		D ⁽¹⁾	225 D \$ 24.05	0	I	By wife

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

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 information contained in this form are not
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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)**

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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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A c c o u n t N o .
Non Statutory Stock Option (Right to buy)	\$ 13.083	05/03/2006		D ⁽²⁾		11,250		05/25/1999 ⁽³⁾	05/03/2006	Common Stock	
Non Statutory Stock Option (Right to buy)	\$ 12.053	05/03/2006		D ⁽²⁾		11,250		06/01/2001 ⁽³⁾	05/03/2006	Common Stock	
Non-Statutory Stock Option (Right to buy)	\$ 21.72	05/03/2006		D ⁽²⁾		11,250		05/31/2002 ⁽³⁾	05/03/2006	Common Stock	
Non-Statutory Stock Option (Right to buy)	\$ 15.26	05/03/2006		D ⁽²⁾		11,250		05/30/2003 ⁽³⁾	05/03/2006	Common Stock	
Non-Statutory Stock Option (Right to buy)	\$ 21.22	05/03/2006		D ⁽²⁾		11,250		06/04/2004 ⁽³⁾	05/03/2006	Common Stock	
Non-Statutory Stock Option (Right to buy)	\$ 13.21	05/03/2006		D ⁽²⁾		7,500		06/02/2005 ⁽³⁾	05/03/2006	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGBERS WILLIAM 3977 HATTERAS COVE ORANGE BEACH, AL 36561		X		

Signatures

/s/ Olga L. Conley, Signed as Attorney-in-Fact under "Power of Attorney and Confirming Statement" on file with the Commission.

05/05/2006

____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 the merger with The Talbots, Inc.

Options outstanding under the Company's stock plans, whether or not exercisable or vested, were canceled as of the effective time of the merger with The Talbots, Inc. (May 3, 2006) and holders of options are to receive a cash payment (less required tax withholdings) equal to the excess, if any, of \$24.05 over the exercise price of each such option, multiplied by the number of shares of Company Common Stock covered by each such option. The amount shown in column 8 does not reflect any tax withholdings.

(3) Date indicated is date of grant. See Note (2) above.

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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