

LENOX GROUP INC  
Form 4  
May 12, 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)  
05/08/2008

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	05/08/2008		S	24,360 D \$ 1.5401	1,436,534	I	By RCG Carpathia Master Fund, Ltd. (1)
Common Stock Par Value \$0.01 Per Share	05/09/2008		S	511 D \$ 1.4818	1,436,023	I	By RCG Carpathia Master Fund, Ltd. (1)
Common Stock Par	05/08/2008		S	4,640 D \$ 1.5401	264,276	I	By RGC Enterprise,

Value  
\$0.01 Per  
Share  
Common  
Stock Par  
Value 05/09/2008 S 94 D \$ 1.4818 264,182 I  
\$0.01 Per  
Share

Ltd <sup>(2)</sup>  
  
By RGC  
Enterprise,  
Ltd <sup>(2)</sup>

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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		X		See Explanation of Responses

NEW YORK CITY, NY 10022

STARK MORGAN B  
C/O RAMIUS LLC  
599 LEXINGTON AVENUE, 20TH FLOOR X  
NEW YORK CITY, NY 10022

STRAUSS THOMAS W  
C/O RAMIUS LLC  
599 LEXINGTON AVENUE, 20TH FLOOR X  
NEW YORK CITY, NY 10022

SOLOMON JEFFREY M  
C/O RAMIUS LLC  
599 LEXINGTON AVENUE, 20TH FLOOR X  
NEW YORK CITY, NY 10022

RCG Enterprise Ltd  
C/O RAMIUS LLC  
599 LEXINGTON AVENUE, 20TH FLOOR See Explanation of Responses  
NEW YORK, NY 10022

RCG CARPATHIA MASTER FUND LTD  
C/O RAMIUS LLC  
599 LEXINGTON AVENUE, 20TH FLOOR See Explanation of Responses  
NEW YORK, NY 10022

## Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory	05/12/2008
__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	05/12/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen	05/12/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark	05/12/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss	05/12/2008
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon	05/12/2008
__Signature of Reporting Person	Date
By: RCG Enterprise, Ltd, By: /s/ Owen S. Littman, Authorized Signatory	05/12/2008
__Signature of Reporting Person	Date
By: RCG Carpathia Master Fund, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory	05/12/2008
__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).

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

- (1) 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.

Consists of Shares owned by RCG Enterprise, Ltd (RCG Enterprise). 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

- (2) 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.

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