

SOLOMON JEFFREY M
Form 4
December 13, 2007

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)

666 THIRD AVENUE, 26TH FLOOR,

(Street)

NEW YORK CITY, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 (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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock Par Value \$0.01 Per Share | 12/11/2007 | | P | 400,000 | A \$ 3.035 | 1,613,511 | I By RCG Carpathia Master Fund, Ltd. <u>(1)</u> |
| Common Stock Par Value \$0.01 Per Share | | | | | | 297,010 | I By Ramius Securities, L.L.C. <u>(2)</u> |

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 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017 | | X | | |
| C4S & CO LLC C/O RAMIUS CAPITAL GROUP, L.L.C. 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017 | | X | | |
| COHEN PETER A C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017 | | X | | See Explanation of Responses |
| STARK MORGAN B C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017 | | X | | |
| STRAUSS THOMAS W C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017 | | X | | |
| | | | | X |

SOLOMON JEFFREY M
 C/O RAMIUS CAPITAL GROUP, LLC
 666 THIRD AVENUE, 26TH FLOOR
 NEW YORK CITY, NY 10017

RAMIUS SECURITIES LLC
 C/O RAMIUS CAPITAL GROUP, L.L.C.
 666 THIRD AVENUE, 26TH FLOOR
 NEW YORK, NY 10017

See Explanation of Responses

RCG CARPATHIA MASTER FUND LTD
 C/O RAMIUS CAPITAL GROUP, L.L.C.
 666 THIRD AVENUE, 26TH FLOOR
 NEW YORK, NY 10017

See Explanation of Responses

Signatures

| | |
|--|------------|
| By: Ramius Capital Group, L.L.C.; By: /s/ Owen S. Littman, Authorized Signatory | 12/13/2007 |
| __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 | 12/13/2007 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen | 12/13/2007 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark | 12/13/2007 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss | 12/13/2007 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon | 12/13/2007 |
| __Signature of Reporting Person | Date |
| By: Ramius Securities, L.L.C., By: /s/ Owen S. Littman, Authorized Signatory | 12/13/2007 |
| __Signature of Reporting Person | Date |
| By: RCG Carpathia Master Fund, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory | 12/13/2007 |
| __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 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.
- (1) Consists of Shares owned by Ramius Securities, L.L.C. (Ramius Securities). As the managing member of Ramius Securities, 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 Ramius Securities, Ramius Capital Group, L.L.C. (Ramius) may be deemed to beneficially own the Shares owned by Ramius Securities.

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As the managing member of Ramius, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the Shares owned by Ramius Securities. 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 Ramius Securities. 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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