

INVESTMENT TECHNOLOGY GROUP, INC.

Form 4

February 24, 2015

**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 \*  
Thadaney Nicholas

(Last) (First) (Middle)

ONE LIBERTY PLAZA, 165 BROADWAY

(Street)

NEW YORK, NY 10006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INVESTMENT TECHNOLOGY GROUP, INC. [ITG]

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2015

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)  
Man. Director, CEO of Canada

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
| Common Stock                    | 02/22/2015                           |  | M                              | 5,805   | A   | Ⓐ  | 62,840                            | D |
| Common Stock                    | 02/22/2015                           |  | D                              | 5,805   | D   | \$ 21.99   | 57,035                            | D |
| Common Stock                    | 02/22/2015                           |  | M                              | 5,806   | A   | Ⓐ  | 62,841                            | D |
| Common Stock                    | 02/22/2015                           |  | D                              | 5,806   | D   | \$ 21.99   | 57,035                            | D |

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 or Derivative Security (Instr. 3 and 4) |                            |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|-----|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |     |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |     |
| Stock Unit (right to buy)                  | (1)  | 02/22/2015                           |  | M                              | 5,805   | (2)  | (3)   | Common Stock                                     | 5,805                      | (4) |
| Stock Unit (right to buy)                  | (1)  | 02/22/2015                           |  | M                              | 5,806   | (5)  | (6)   | Common Stock                                     | 5,806                      | (4) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Thadanev Nicholas<br>ONE LIBERTY PLAZA<br>165 BROADWAY<br>NEW YORK, NY 10006 |               |           | Man. Director, CEO of Canada |       |

## Signatures

P. Mats Goebels, by Power of Attorney filed with Form 3 dated February 20, 2009, 02/24/2014

\_\_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) One-for-one.

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- (2) With respect to the entire class of Stock Units: 5,806 vested on 2/22/2014, 5,805 vested on 2/22/2015, 7,547 vest on 2/22/2016.
- (3) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 2.
- (4) Cash settlement of stock units without payment of consideration by participant.

With respect to the entire class of Stock Units: 5,806 vested on 2/22/2015, 5,805 may vest on 2/22/2016, and 7,547 may vest on 2/22/2017, in each case if the Reporting Person remains continuously employed by the Issuer through the applicable vesting date and the 90-day average of the Issuer's common stock price on such vesting date is higher than the 90-day average of the Issuer's common stock price on the date of grant.

- (6) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 5.

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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