

Thadaney Nicholas
Form 4
February 26, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thadaney Nicholas

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ITG INC., 380 MADISON
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2013

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Man. Director, CEO of Canada

(Street)
NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	02/23/2013		M		14,877	A <u>11</u>	37,400	D	
Common Stock	02/23/2013		D		14,877	D \$ 12.24	22,523	D	
Common Stock	02/23/2013		M		14,363	A <u>11</u>	36,886	D	
Common Stock	02/23/2013		D		14,363	D \$ 12.24	22,523	D	
Common Stock	02/23/2013		M		12,867	A <u>11</u>	35,390	D	

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Common Stock	02/23/2013	D	12,867	D	\$ 12.24	22,523	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Unit (right to buy)	<u>(1)</u>	02/22/2013		A		19,158		<u>(2)</u>	<u>(3)</u>	Common Stock	19,158
Stock Unit (right to buy)	<u>(1)</u>	02/22/2013		A		19,158		<u>(5)</u>	<u>(6)</u>	Common Stock	19,158
Stock Unit (right to buy)	<u>(1)</u>	02/23/2013		M		14,877		<u>(7)</u>	<u>(8)</u>	Common Stock	14,877
Stock Unit (right to buy)	<u>(1)</u>	02/23/2013		M		14,363		<u>(9)</u>	<u>(10)</u>	Common Stock	14,363
Stock Unit (right to buy)	<u>(1)</u>	02/23/2013		M		12,867		<u>(11)</u>	<u>(12)</u>	Common Stock	12,867

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Thadaney Nicholas
C/O ITG INC.
380 MADISON AVENUE
NEW YORK, NY 10017

Man. Director, CEO of Canada

Signatures

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

02/27/2012

__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.
- (2) With respect to the entire class of Stock Units: 5,805 vest on 2/22/2014, 5,805 vest on 2/22/2015, and 7,767 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.
- (5) With respect to the entire class of Stock Units: 5,806 vest on 2/22/2015, 5,805 vest on 2/22/2016, and 7,547 vest on 2/22/2017.
- (6) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 5.
- (7) With respect to the entire class of Stock Units: 9,298 vested on 2/23/2011, 9,298 vested on 2/23/2012, and 14,877 vest on 2/23/2013.
- (8) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 7.
- (9) With respect to the entire class of Stock Units: 14,363 vested on 2/23/2012, 14,363 vested on 2/23/2013, and 22,980 vest on 2/23/2014.
- (10) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 9.
- (11) With respect to the entire class of Stock Units: 12,867 vested on 2/23/2013, 12,867 vest on 2/23/2014, and 16,726 vest on 2/23/2015.
- (12) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 11.

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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