

INVESTMENT TECHNOLOGY GROUP, INC.

Form 4

February 25, 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

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2015

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

ONE LIBERTY PLAZA, 165 BROADWAY

(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

NEW YORK, NY 10006

(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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	02/23/2015		M			16,726	A	\$ 73,761	D	
Common Stock	02/23/2015		D			16,726	D	\$ 22.04	57,035	D
Common Stock	02/23/2015		M			12,867	A	\$ 69,902		D
Common Stock	02/23/2015		D			12,867	D	\$ 22.04	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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Unit (right to buy)	(1)	02/23/2015		M	16,726	(2)	(3)	Common Stock	16,726
Stock Unit (right to buy)	(1)	02/23/2015		M	12,867	(5)	(6)	Common Stock	12,867

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thadaney Nicholas ONE LIBERTY PLAZA 165 BROADWAY 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 02/25/2015

__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: 12,867 vested on 2/23/2013, 12,867 vested on 2/23/2014, 16,726 vested on 2/23/2015.

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- (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: 12,867 vested on 2/23/2014, 12,867 vested on 2/23/2015, and 16,726 may vest on

- (5) 2/23/2016 if the Reporting Person remains continuously employed by the Issuer through such 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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