

INVESTMENT TECHNOLOGY GROUP INC  
 Form 3  
 November 19, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><b>Â D. E. SHAW LAMINAR PORTFOLIOS, L.L.C.</b></p> <p>(Last) (First) (Middle)</p> <p><b>39TH FLOOR, TOWER 45,Â 120 WEST FORTY-FIFTH STREET</b></p> <p>(Street)</p> <p><b>NEW YORK,Â NYÂ 10036</b></p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p><b>11/08/2007</b></p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p><b>INVESTMENT TECHNOLOGY GROUP INC [ITG]</b></p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other                  (give title below) (specify below)                  See footnotes 1 and 2</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,396,392	D <u>(1)</u> <u>(2)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D. E. SHAW LAMINAR PORTFOLIOS, L.L.C. 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â X	Â	See footnotes 1 and 2
D. E. SHAW & CO, L.L.C. 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â X	Â	See footnotes 1 and 2
D. E. SHAW & CO, L.P. 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â X	Â	See footnotes 1 and 2
SHAW DAVID E 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â X	Â	See footnotes 1 and 2

## Signatures

D. E. Shaw Laminar Portfolios, L.L.C. By: D. E. Shaw & Co. L.L.C., as Managing Member By: /s/ Rochelle Elias, Chief Compliance Officer	11/19/2007
__Signature of Reporting Person	Date
D. E. Shaw & Co., L.P. By: /s/ Rochelle Elias, Chief Compliance Officer	11/19/2007
__Signature of Reporting Person	Date
D. E. Shaw & Co., L.L.C. By: /s/ Rochelle Elias, Chief Compliance Officer	11/19/2007
__Signature of Reporting Person	Date
David E. Shaw By: Rochelle Elias, Attorney-in-Fact	11/19/2007
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The securities of the Issuer to which this form relates are held directly by D. E. Shaw Laminar Portfolios, L.L.C. ("Laminar") and D. E. Shaw Synoptic Portfolios 2, L.L.C. ("Synoptic"). D. E. Shaw & Co., L.P. ("DESCO LP"), as investment adviser to Laminar and Synoptic; D. E. Shaw & Co., L.L.C. ("DESCO LLC"), as managing member of Laminar and Synoptic; and David E. Shaw (as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, and as president and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of DESCO LLC), may be deemed to be the beneficial owners of more than 10% of the

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Common Stock of the Issuer for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.

- (Continued from Footnote 1) In accordance with General Instruction 5(b)(iv), the entire number of shares of Common Stock that may be deemed to be beneficially owned by Laminar, Synoptic, DESCO LP, DESCO LLC, or David E. Shaw are reported herein. Each of
- (2) Laminar, Synoptic, DESCO LP, DESCO LLC, and David E. Shaw disclaims beneficial ownership of the securities listed in this Form 3, except to the extent of any 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.