

INVESTMENT TECHNOLOGY GROUP INC

Form 4

January 03, 2008

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 *
GOEBELS P MATS

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)
12/31/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Managing Dir, Gen Counsel & Sec

(Street)
NEW YORK, NY 10017

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

(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) Price			
Common Stock	12/31/2007		A	2,178 A (1) 25,731 (4)	D		
Common Stock	01/01/2008(2)		A	4,000 A (3) 29,731 (4)	D		
Common Stock	01/01/2008		F	1,645 D \$ 47.59 28,086 (4)	D		

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 47.59	01/01/2008		A		12,952		01/01/2011	01/01/2013	Common Stock	12,952

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOEBELS P MATS C/O ITG INC. 380 MADISON AVENUE NEW YORK, NY 10017	Managing Dir, Gen Counsel & Sec

Signatures

Angelo Bulone, by power of attorney filed with Form 4 dated October 15, 2002.

01/03/2008

**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) Grant of Stock Unit Award.

(2) This grant of performance based restricted shares was authorized on August 1, 2005, but is deemed granted for the purposes of reporting on Form 4 at the time of vesting (January 1, 2008).

(3) Grant of restricted shares.

(4) The Amount of Securities Beneficially Owned does not include 7 shares of Common Stock allocated to the Reporting Person under the ESOP Trust.

(5) Grant of stock option.

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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