

INVESTMENT TECHNOLOGY GROUP, INC.

Form 4

February 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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.

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.

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)	8. Price or Derivative Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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
Thadane 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
02/24/2014

__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.

Edgar Filing: INVESTMENT TECHNOLOGY GROUP, INC. - Form 4

- (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.

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.