

INVESTMENT TECHNOLOGY GROUP, INC.

Form 4

February 25, 2014

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

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)
02/22/2014

___ 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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	02/22/2014		M	5,806	A	Ⓐ	51,638	D	
Common Stock	02/22/2014		D	5,806	D	\$	16.81	45,832	D
Common Stock	02/23/2014		M	22,980	A	Ⓐ	68,812	D	
Common Stock	02/23/2014		D	22,980	D	\$	16.81	45,832	D
Common Stock	02/23/2014		M	12,867	A	Ⓐ	58,699	D	

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Common Stock	02/23/2014		D	12,867	D	\$ 16.81	45,832	D
Common Stock	02/23/2014		M	12,867	A	Ⓐ	58,699	D
Common Stock	02/23/2014		D	12,867	D	\$ 16.81	45,832	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)

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. P
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Unit (right to buy)	Ⓐ	02/22/2014		M	5,806	Ⓐ ⓓ	Common Stock	5,806
Stock Unit (right to buy)	Ⓐ	02/23/2014		M	22,980	Ⓐ ⓓ	Common Stock	22,980
Stock Unit (right to buy)	Ⓐ	02/23/2014		M	12,867	Ⓐ ⓓ	Common Stock	12,867
Common Stock	Ⓐ	02/23/2014		M	12,867	Ⓐ ⓓ	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

02/25/2014

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

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.