

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-09** | Period of Report: **2012-02-23**  
SEC Accession No. [0001179110-13-000726](#)

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### REPORTING OWNER

#### **Thadaney Nicholas**

CIK: **1456721**

Type: **4/A** | Act: **34** | File No.: **001-32722** | Film No.: **13520845**

Mailing Address

*C/O ITG INC.  
380 MADISON AVENUE  
NEW YORK NY 10017*

### ISSUER

#### **INVESTMENT TECHNOLOGY GROUP INC**

CIK: **920424** | IRS No.: **133757717** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address

*380 MADISON AVE  
4TH FLOOR  
NEW YORK NY 10017*

Business Address

*380 MADISON AVE  
4TH FLOOR  
NEW YORK NY 10017  
2125884000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Thadanev Nicholas</b>			2. Issuer Name and Ticker or Trading Symbol <b>INVESTMENT TECHNOLOGY GROUP INC [ITG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Man. Director, CEO of Canada</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2012</b>					
C/O ITG INC., 380 MADISON AVENUE			4. If Amendment, Date Original Filed (Month/Day/Year) <b>02/27/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>NEW YORK, NY 10017</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2012		<u>M</u>		9,298 <sup>(2)</sup>	A	(1)	29,579	D	
Common Stock	02/23/2012		<u>D</u>		9,298 <sup>(2)</sup>	D	\$11.34	20,281	D	
Common Stock	02/23/2012		<u>M</u>		14,363 <sup>(2)</sup>	A	(1)	34,644	D	
Common Stock	02/23/2012		<u>D</u>		14,363 <sup>(2)</sup>	D	\$11.34	20,281	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Unit (right to buy)	(1)	02/23/2012		<u>M</u>		9,298		(2)	(3)	Common Stock	9,298 <sup>(2)</sup>	(4)	0	D	
Stock Unit	(1)	02/23/2012		<u>M</u>		14,363		(5)	(6)	Common Stock	14,363 <sup>(2)</sup>	(4)	0	D	

(right to  
buy)

**Explanation of Responses:**

1. One-for-one.
2. With respect to the entire class of Stock Units: 9,298 vested on 2/23/2011, 9,298 vested on 2/23/2012, and 14,878 vest on 2/23/2013.
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 vest on 2/23/2013, and 22,980 vest on 2/23/2014.
6. Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 5.
7. This Form 4 is filed as an amendment to report this transaction.

**Signatures**

P. Mats Goebels, by Power of Attorney filed with Form 3 dated February 20, 2009

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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).

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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