

INVESTMENT TECHNOLOGY GROUP, INC.

Form 4

February 16, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMOWITZ IAN

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)
ONE LIBERTY PLAZA, 165
BROADWAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Managing Director

(Street)
NEW YORK, NY 10006

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	02/11/2016		F	(A) or (D) Amount (1) 1,619 Price \$ 17.3	189,191.72	D	
Common Stock	02/11/2016		A	(2) 2,486 A \$ 0	191,677.72	D	
Common Stock	02/11/2016		F	(3) 1,025 D \$ 17.3	190,652.72	D	
Common Stock	02/11/2016		A	(4) 11,350 A (4)	202,002.72	D	
Common Stock	02/12/2016		F	(1) 1,776 D \$ 17.42	195,920.72 (5)	D	

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

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(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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOMOWITZ IAN
ONE LIBERTY PLAZA
165 BROADWAY
NEW YORK, NY 10006

Managing Director

Signatures

Angelique DeSanto, by Power of Attorney filed with Form 4 dated September 14, 2015

02/16/2016

**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) Shares withheld for payment of taxes upon vesting of time-based stock units and dividend equivalent rights.

(2) Represents vesting of one-third of ROE performance-based stock units and dividend equivalent rights.

(3) Shares withheld for payment of taxes upon vesting of ROE performance-based stock units and dividend equivalent rights.

(4) This grant of time-based stock units consists of basic units and matching units. Basic units vest in equal annual installments on each of the first, second and third anniversaries of the date of grant if the Reporting Person has remained continuously employed by the Issuer and is in good standing through and on each applicable vesting date. Matching units will vest 100% on the third anniversary of the date of grant if the Reporting Person has remained continuously employed by the Issuer and is in good standing through and on such vesting date.

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- (5) Reflects a reduction of market-based stock units and dividend equivalent rights that were forfeited due to failure to achieve performance criteria on date of vest.

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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