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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Nemser Earl H ONE PICKWICK PLAZA GREENWICH, CT 06830	X		Vice Chairman	

## Signatures

/s/ Xiaoyan (Clare) Zheng as authorized signatory for Earl H. Nemser

09/14/2015

\*\*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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by IBG Holdings LLC, in which the reporting person has a pecuniary interest through his membership interest in IBG Holdings LLC, that went into effect July 24, 2015.
  - (2) Represents number of securities owned by IBG Holdings LLC in which the Reporting Person has a pecuniary interest through his membership interest in IBG Holdings LLC.  
These shares of Class A Common Stock are owned directly by the reporting person and represent the aggregate number of shares of
  - (3) restricted stock from awards granted under the 2007 Stock Incentive Plan since its inception, less vested shares that were withheld for tax purposes, or sold previously.
  - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.04 to \$38.45, inclusive. The reporting person undertakes to provide Interactive Brokers Group, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold

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at each price within the ranges set forth in footnotes (4) - (5) to this Form 4.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.64 to \$38.31, inclusive.

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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