

INVESTMENT TECHNOLOGY GROUP INC  
 Form 4  
 February 27, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**VIGLIOTTI STEVEN R**

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)  
**C/O ITG INC., 380 MADISON AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Managing Director and CFO**

(Street)  
**NEW YORK, NY 10017**

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

**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		
				Code	V	Amount	
Common Stock	02/23/2012		A	21,827	A	74,810	D
Common Stock	02/23/2012		A	21,827	A	96,637	D
Common Stock	02/23/2012		F	2,893	D	\$ 11.34	93,744 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)

displays a currently valid OMB control number.

**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 Owned Following Reporting Transaction (Instr. 6)
				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
VIGLIOTTI STEVEN R C/O ITG INC. 380 MADISON AVENUE NEW YORK, NY 10017			Managing Director and CFO	

## Signatures

P. Mats Goebels, by Power of Attorney filed with Form 3 dated February 5, 2010 02/27/2012

\_\_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) Grant of Stock Units in a transaction exempt under Rule 16b-3(d). This grant of 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 remains continuously employed by the Issuer on each applicable vesting date. Matching units will vest 100% on the third anniversary of the date of grant, if the Reporting Person remains continuously employed by the Issuer through such vesting date.

(2) Grant of Stock Units in a transaction exempt under Rule 16b-3(d). This grant of Stock Units consists of basic units and matching units. Basic units vest in equal annual installments on each of the second, third and fourth anniversaries of the date of grant if the Reporting Person remains continuously employed by the Issuer on each applicable vesting date and the 90-day average of the Issuer's common stock price on each of the vesting dates is higher than the 90-day average of the Issuer's common stock price on the date of grant. Matching units will vest 100% on the fourth anniversary of the date of grant if the Reporting Person remains continuously employed by the Issuer through such 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.

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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