

Thadaney Nicholas
Form 4/A
January 09, 2013

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)
C/O ITG INC., 380 MADISON AVENUE
(Street)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Man. Director, CEO of Canada

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)
02/27/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 or Price		
Common Stock	02/23/2012		M		9,298 (7)	A	29,579
Common Stock	02/23/2012		D		9,298 (7)	D	\$ 11.34 20,281
Common Stock	02/23/2012		M		14,363 (7)	A	34,644
Common Stock	02/23/2012		D		14,363 (7)	D	\$ 11.34 20,281

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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Unit (right to buy)	(1)	02/23/2012		M	9,298	(2)	(3)	Common Stock	9,298 (7)
Stock Unit (right to buy)	(1)	02/23/2012		M	14,363	(5)	(6)	Common Stock	14,363 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thadaney Nicholas C/O ITG INC. 380 MADISON AVENUE NEW YORK, NY 10017			Man. Director, CEO of Canada	

Signatures

P. Mats Goebels, by Power of Attorney filed with Form 3 dated February 20, 2009 01/09/2013

**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: 9,298 vested on 2/23/2011, 9,298 vested on 2/23/2012, and 14,878 vest on 2/23/2013.

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- (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.

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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