

INVESTMENT TECHNOLOGY GROUP, INC.

Form 4

February 16, 2016

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 *
Goldstein Peter A

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Head of Human Resources

ONE LIBERTY PLAZA, 165 BROADWAY

(Street)

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

NEW YORK, NY 10006

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/11/2016		F		1,026 ⁽¹⁾	D	\$ 17.3 53,908.66
Common Stock	02/11/2016		A		1,755 ⁽²⁾	A	\$ 0 55,663.66
Common Stock	02/11/2016		F		650 ⁽³⁾	D	\$ 17.3 55,013.66
Common Stock	02/11/2016		A		8,013 ⁽⁴⁾	A	63,026.66
Common Stock	02/12/2016		F		0 ⁽¹⁾	D	\$ 17.42 0 ⁽⁵⁾

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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldstein Peter A ONE LIBERTY PLAZA 165 BROADWAY NEW YORK, NY 10006			Head of Human Resources	

Signatures

Angelique DeSanto, by power of attorney filed with Form 3 dated February 17, 2012, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.