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INVESTMENT Form 4 October 06, 2000)GY GRC	OUP INC	2						
FORM 4									PPROVAL	
	UNITED	STATES					E COMMISSIO	ONID	3235-0287	
Check this bo	x		Wa	shington	, D.C. 20	1549		Number:	January 31,	
if no longer subject to Section 16. Form 4 or				SECUE	RITIES		WNERSHIP OF	Estimated burden hoi response	urs per	
Form 5 obligations may continue. <i>See</i> Instructio 1(b).	Section 17(a) of the l	Public U	tility Hol	ding Cor		nge Act of 1934, t of 1935 or Secti 1940			
(Print or Type Respo	onses)									
1. Name and Addre GASSER ROBI		Person <u>*</u>	Symbol	er Name and		-	5. Relationship o Issuer	of Reporting Per	rson(s) to	
			INVESTMENT TECHNOLOGY GROUP INC [ITG]				(Check all applicable)			
(Last)	(First) (Middle)		of Earliest T	ransaction		X Director X Officer (gi		% Owner her (specify	
C/O ITG INC., AVENUE	(Month/Day/Year) /O ITG INC., 380 MADISON 10/04/2006 VENUE						below)	EO and Presiden		
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Che Filed(Month/Day/Year) Applicable Line) NEW YORK, NY 10017						erson				
(City)	(State)	(Zip)	Tah	le I - Non-I	Derivative	Securities /	Person Acquired, Disposed	of or Beneficia	llv Owned	
1.Title of 2. Tr	ransaction Date	24 Deem		3.	4. Securit		5. Amount of	6. Ownership	7. Nature of	
	nth/Day/Year)		Date, if	Transactio Code (Instr. 8)		(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report o	n a separate line	e for each cl	ass of sect	urities benef	Perso inforn requir displa	ns who re nation con red to resp ivs a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab						• Beneficially Owned securities)	đ		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	f 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month	Cod I/Day/Year) (Inst	str. 8)	Securities Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of	(Month/Day/	Year)	(Instr. 3 and 4	4)	S (
			Cod	de V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 44.22	10/04/2006	А		69,856		<u>(1)</u>	10/04/2011	Common Stock	69,856	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GASSER ROBERT C C/O ITG INC. 380 MADISON AVENUE NEW YORK, NY 10017	Х		CEO and President				
Signatures							
Robert C							

Gasser	10/06/2006			
<u>**</u> 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) With respect to the entire class of options, 23,285 become exercisable on 10/4/2007; 23,285 become exercisable on 10/4/2008; and 23,286 become exercisable on 10/4/2009.
- (2) Grant of Stock Option.

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.