

Thadaneý Nicholas  
Form 4/A  
March 11, 2011

**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 \*  
Thadaneý 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)  
02/06/2011

\_\_\_\_ 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)  
02/25/2011

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/06/2011		M	8,572	A	11	22,155	D
Common Stock	02/06/2011		D	8,572	D	\$ 17.6	13,583	D
Common Stock	02/23/2011		M	9,298	A	11	22,881	D
Common Stock	02/23/2011		D	9,298	D	\$ 18.71	13,583	D

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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	V	(A)	(D)	Date Exercisable		
Stock Unit (right to buy)	(1)	02/06/2011		M			8,572	(2)	(3)	Common Stock	8,572
Stock Unit (right to buy)	(1)	02/23/2011		A			51,706	(5)	(6)	Common Stock	51,706
Stock Unit (right to buy)	(1)	02/23/2011		M			9,298	(7)	(8)	Common Stock	9,298 (9)

## 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 03/11/2011

\*\*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: 8,572 vested on 2/6/2010, 8,572 vested on 2/6/2011, and 13,716 vest on 2/6/2012.
- (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 vest 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) With respect to the entire class of Stock Units: 9,298 vested on 2/23/2011, 9,298 vest on 2/23/2012, and 14,878 vest on 2/23/2013.
- (8) Cash settlement of Stock Units occurs on the vesting dates as set forth in Footnote 7.
- (9) This Amendment to the Form 4 filed with the Securities and Exchange Commission on February 25, 2011, reflects a previously omitted cash settlement of Stock Units.

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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