Interactive Brokers Group, Inc.

Form 4

January 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Nemser Earl H

2. Issuer Name and Ticker or Trading Symbol

Issuer

Interactive Brokers Group, Inc.

[IBKR]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First)

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

4. If Amendment, Date Original

X_ Officer (give title below)

10% Owner Other (specify below)

12/31/2014

Vice Chairman

Filed(Month/Day/Year)

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

ONE PICKWICK PLAZA (Street)

GREENWICH, CT 06830

(State)

(Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Class A 9,541 \$0 Common 12/31/2014 $101,377 \stackrel{(2)}{=}$ D Α A (1) (1)

Stock

Class A By IBG Common 9.067 (3) Ι **Holdings** Stock LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number	Number			
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
Nemser Earl H ONE PICKWICK PLAZA GREENWICH, CT 06830	X		Vice Chairman				

Signatures

/s/ Raymond Bussiere as authorized signatory for Earl H.
Nemser 01/05/2015

**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).
- $\textbf{(1)} \quad \text{This represents a grant of restricted stock that will vest } 10\% \text{ on } 5/9/2015 \text{ and } 15\% \text{ on each of the first six anniversaries of } 5/9/2015.$
- These shares of Class A Common Stock are owned directly by the reporting person and represent the aggregate number of shares of restricted stock from awards granted under the 2007 Stock Incentive Plan since its inception, less vested shares that were withheld for tax purposes, or sold previously.
- (3) Represents number of securities owned by IBG Holdings LLC in which the Reporting Person has a pecuniary interest through his membership interest in IBG Holdings LLC.

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.

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