

Sosnoff Tom
Form 4/A
February 20, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sosnoff Tom

2. Issuer Name **and** Ticker or Trading
Symbol
THINKORSWIM GROUP INC.
[SWIM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
600 WEST CHICAGO
AVENUE, SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/18/2009

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

CHICAGO, IL 60610

(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)
Common Stock	02/15/2009		J	Amount 58,793 (1) (2)	(A) or (D) A \$ 0 (1)	4,524,553 (2)	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sosnoff Tom 600 WEST CHICAGO AVENUE SUITE 100 CHICAGO, IL 60610	X

Signatures

/s/ Tom Sosnoff 02/20/2009

 **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).

- On 2/15/09, filer became entitled to receive 58,793 shares of the Issuer's common stock pursuant to the Agreement and Plan of Merger ("Agreement") among Investools Inc., thinkorswim Group, Inc. and Atomic Acquisition Corp. dated 9/18/06, under which the companies merged on 2/15/07. Under the Agreement certain former shareholders, including filer, were to receive additional shares of Issuer's stock,
- (1) for no additional consideration, if the price of Issuer's stock was below a certain threshold as of 2/15/09. Since the trading price was below the threshold, the filer acquired additional shares as of 2/15/09, pursuant to a formula in the Agreement, which provides that for purposes of determining the shares issuable, the stock would be valued at a weighted average of the 20 trading days prior to 2/15/09, \$8.00. The filer's right to receive additional shares became fixed and irrevocable on 2/15/07, the effective date of the merger.
 - (2) The number of securities listed as acquired and beneficially owned following the transaction was inadvertently previously reported as 50,430 and 4,516,190, respectively, on a Form 4 filed on February 18, 2009.

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.