Interactive Brokers Group, Inc.

Form 4

August 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

575,651

 $D^{(3)}$

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Class A Common

Stock

(Print or Type Responses)

Brody Paul Jonathan

1. Name and Address of Reporting Person *

See Instruction

			Interactive Brokers Group, Inc. [IBKR]			(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			_X Director 10% Owner					
			(Month/Day/Year)					X Officer (give title Other (specify below)			
ONE PICKWICK PLAZA			08/10/2015					Chief Financial Officer			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line)			
GREENWICH, CT 06830 Form filed by One Reporting Person Form filed by More than One Reporting											
GREENWI	Сп, СТ 00830						Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction Dat			3.	4. Securi		•	5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)) Execution any	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Ownership Form: Direct	Indirect Beneficial		
(IIISII. <i>3)</i>		,	Day/Year) (Instr. 8)			Owned	(D) or	Ownership			
			•				Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A				Code v	Amount	(D)	\$			By IBG	
Common	08/10/2015			S	326 (1)	D	43.11	21,519 (2)	I	Holdings	
Stock							<u>(4)</u>	, <u> </u>		LLC	
Class A							\$			By IBG	
Common	08/11/2015			S	320 (1)	D	42.15	21,199 (2)	I	Holdings	
Stock					_		(5)			LLC	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Date

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(It
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other	

Brody Paul Jonathan

ONE PICKWICK PLAZA Chief Financial Officer X

GREENWICH, CT 06830

Signatures

/s/ Xiaoyan (Clare) Zheng as authorized signatory for Paul J. 08/12/2015 **Brody**

**Signature of Reporting Person

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).
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by IBG Holdings LLC, in which the **(1)** reporting person has a pecuniary interest through his membership interest in IBG Holdings LLC, that went into effect July 24, 2015.
- Represents number of securities owned by IBG Holdings LLC in which the Reporting Person has a pecuniary interest through his **(2)** membership interest in IBG Holdings LLC.
- These shares of Class A Common Stock are owned directly by the reporting person and represent the aggregate number of shares of (3) 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.94 to \$43.56, inclusive. The reporting person undertakes to provide Interactive Brokers Group, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold

Reporting Owners 2

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at each price within the ranges set forth in footnotes (4) and (5) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.75 to \$42.70, inclusive.

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.