

Nemser Earl H
Form 4
May 12, 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

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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol
Interactive Brokers Group, Inc.
[IBKR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE PICKWICK PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2009

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

GREENWICH, CT 06830

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Class A Common Stock	05/09/2009		A		1,000	A \$ 30.01	2,900 ⁽¹⁾	D
Class A Common Stock	05/09/2009		A		1,205	A \$ 31.1378	4,105 ⁽²⁾	D
Class A Common Stock	05/09/2009		A		1,450	A \$ 17.2361	5,555 ⁽³⁾	D

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

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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)

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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
Nemser Earl H ONE PICKWICK PLAZA GREENWICH, CT 06830	X		Vice Chairman	

Signatures

/s/ Earl H.
Nemser

05/12/2009

__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).

These shares represent the number of shares of restricted stock from an award granted on May 9, 2007 that were issued and vested on May 9, 2009. The indicated price represents the fair value per share of Class A common stock, par value \$0.01 per share ("Common Stock"), of the issuer as of the award grant date in accordance with SFAS No. 123R. The reporting person will be also issued in the future an aggregate of 3,999 shares of Common Stock pursuant to the issuer's 2007 Stock Incentive Plan. Such shares will be issued in equal amounts on each of the four anniversaries of May 9, 2009.

These shares represent the number of shares of restricted stock from an award granted on December 31, 2007 that were issued and vested on May 9, 2009. The indicated price represents the fair value per share of Common Stock of the issuer as of the award grant date in accordance with SFAS No. 123R. The reporting person will be also issued in the future an aggregate of 6,022 shares of Common Stock pursuant to the issuer's 2007 Stock Incentive Plan. Such shares will be issued in equal amounts on each of the five anniversaries of May 9, 2009.

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- These shares represent the number of shares of restricted stock from an award granted on December 31, 2008 that were issued and vested on May 9, 2009. The indicated price represents the fair value per share of Common Stock of the issuer as of the award grant date in
- (3) accordance with SFAS No. 123R. The reporting person will be also issued in the future an aggregate of 13,055 shares of Common Stock pursuant to the issuer's 2007 Stock Incentive Plan. Such shares will be issued in equal amounts on each of the six anniversaries of May 9, 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.