

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response 0.5

| | | | | | | |
|--|-----------|--------------|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| <u>Nemser Earl H</u> | | | <u>Interactive Brokers Group, Inc. [IBKR]</u> | | <input checked="" type="checkbox"/> Director 10% Owner | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) | |
| <u>ONE PICKWICK PLAZA</u> | | | <u>05/09/2008</u> | | <u>Vice Chairman</u> | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| <u>GREENWICH</u> | <u>CT</u> | <u>06830</u> | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 05/09/2008 | 05/09/2008 | A | | 1,000 | A | \$30.01 | 1,666 ⁽¹⁾ | D | |
| Class A Common Stock | 05/09/2008 | 05/09/2008 | A | | 802 | A | \$31.1378 | 2,468 ⁽²⁾ | D | |
| Class A Common Stock | 05/09/2008 | 05/09/2008 | F | | 568 | D | \$32.62 | 1,900 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|---|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. 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, 2008. 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 4,999 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 five anniversaries of May 9, 2008.

2. 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, 2008. 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 7,227 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, 2008.

[/s/ Raymond P. Bussiere as attorney-in-fact for Earl H. Nemser](#) [05/13/2008](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.