

INTERACTIVE BROKERS GROUP, INC.

Reported by
NEMSER EARL H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/12/09 for the Period Ending 05/09/09

Address	ONE PICKWICK PLAZA GREENWICH, CT 06830
Telephone	203 618 5800
CIK	0001381197
Symbol	IBKR
SIC Code	6211 - Security Brokers, Dealers, and Flotation Companies
Industry	Investment Services
Sector	Financial
Fiscal Year	12/31

FORM 4

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

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

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

**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Nemser Earl H <small>(Last) (First) (Middle)</small> ONE PICKWICK PLAZA <small>(Street)</small> GREENWICH, CT 06830 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Interactive Brokers Group, Inc. [IBKR] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/9/2009</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)			
Class A Common Stock	5/9/2009		A		1000	A	\$30.01	2900 (1)	D
Class A Common Stock	5/9/2009		A		1205	A	\$31.1378	4105 (2)	D
Class A Common Stock	5/9/2009		A		1450	A	\$17.2361	5555 (3)	D

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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, 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.
- (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, 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.
- (3) 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

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.

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

5/12/2009

** 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.

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