

# 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

### OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p><u>Nemser Earl H</u><br/>(Last) (First) (Middle)</p> <p><u>One Pickwick Plaza</u><br/>(Street)</p> <p><u>Greenwich CT 06830</u><br/>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Interactive Brokers Group, Inc. [IBKR]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>12/31/2013</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director<br/><input checked="" type="checkbox"/> Officer<br/>(give title below)<br/><u>Vice Chairman</u></p> <p>10% Owner<br/>Other<br/>(specify below)</p> <p>6. Individual or Joint/Group Filing<br/>(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|--|

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution<br>Date, if any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed Of (D)<br>(Instr. 3, 4 and 5) |                  |                     | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|---|--|--------------------------------------|---|---|------------------|---------------------|--|---|---|
|                                    |   |  | Code                                 | V | Amount  | (A)<br>or<br>(D) | Price               |  |   |   |
| Class A Common Stock               | 12/31/2013                              |  | A                                    |   | 10,243 <sup>(1)</sup>   | A                | \$ 0 <sup>(1)</sup> | 96,916 <sup>(2)</sup>  | D   |   |
| Class A Common Stock               |   |  |                                      |   |   |                  |                     | 264,705 <sup>(3)</sup>   | I   | By IBG<br>Holdings LLC  |

**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 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 (Month/ Day/ Year) | Title   | Amount or Number of Shares |  |  |  |  |

### Explanation of Responses:

1. This represents a grant of restricted stock that will vest 10% on 5/9/2014 and 15% on each of the first six anniversaries of 5/9/2014.
2. These shares of Class A Common Stock are owned directly by the reporting person and represent the aggregate number of shares of 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.
3. Represents number of securities owned by IBG Holdings LLC in which the Reporting Person has a pecuniary interest through his membership interest in IBG Holdings LLC.

/s/ Raymond Bussiere as authorized signatory for Earl H.  
Nemser

01/03/2014

Date

\*\* Signature of Reporting Person

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.

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 control number.