

Interactive Brokers Group, Inc.

Form 4

January 28, 2014

**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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response... 0.5

(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)  
01/24/2014

☐ 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	01/24/2014		S		7,737 <sup>(1)</sup>	D	\$ 21.98 <sup>(4)</sup>	137,278 <sup>(2)</sup>	I	By IBG Holdings LLC
Class A Common Stock	01/27/2014		S		6,916 <sup>(1)</sup>	D	\$ 21.21 <sup>(5)</sup>	130,362 <sup>(2)</sup>	I	By IBG Holdings LLC
Class A Common Stock	01/27/2014		S		821 <sup>(1)</sup>	D	\$ 21.98 <sup>(6)</sup>	129,541 <sup>(2)</sup>	I	By IBG Holdings LLC
Class A Common								96,916	D <sup>(3)</sup>	

Stock

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 the Reported Transaction (Instr. 6)
				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/ Raymond Bussiere as authorized signatory for Earl H.  
Nemser 01/28/2014

\_\_\_\_ 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).

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 November 18, 2013.

(2) 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.

(3)

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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.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.89 to \$22.14, 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 at each price within the ranges set forth in footnotes (4), (5) and (6) 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 \$20.81 to \$21.72, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.91 to \$22.06, inclusive.

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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