

<b>OMB APPROVAL</b>	
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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**

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

1. Name and Address of Reporting Person* <u>Troise Francis J</u>  (Last) (First) (Middle) <u>ONE LIBERTY PLAZA</u> <u>165 BROADWAY</u>  (Street) <u>NEW YORK NY 10006</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INVESTMENT TECHNOLOGY GROUP, INC. [ ITG ]</u>	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) <u>CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	02/05/2019		A		61,273 <sup>(1)</sup>	A	\$0	447,002.5	D	
Common Stock	02/05/2019		F		15,003 <sup>(2)</sup>	D	\$30.28	431,999.5	D	
Common Stock	02/05/2019		A		20,460 <sup>(3)</sup>	A	\$0	452,459.5	D	
Common Stock	02/05/2019		F		10,020 <sup>(4)</sup>	D	\$30.28	442,439.5	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:**

- Represents earned performance-based stock units granted on January 24, 2017. The award vests in two equal installments, with the first installment having vested on February 5, 2019 and the second installment becoming a time-based restricted stock unit award that will vest on February 5, 2020 if the Reporting Person has remained continuously employed by the Issuer and is in good standing through and on the vesting date.
- Shares withheld for payment of taxes upon vesting of first installment of performance-based stock units granted on January 24, 2017.
- Represents vesting of one-third of performance-based stock units granted on January 24, 2018.
- Shares withheld for payment of taxes upon vesting of performance-based stock units granted on January 24, 2018.

Angelique DeSanto, by power of attorney filed with Form 3 dated January 20, 2016

02/07/2019 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.**