

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF
1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1998

COMMISSION FILE NUMBER 0--23644

INVESTMENT TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

13-3757717
(IRS Employer Identification No.)

380 MADISON AVENUE, NEW YORK, NEW YORK
(Address of principal executive offices)

(212) 588-4000
(Registrant's telephone number, including
area code)

10017
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

COMMON STOCK, \$0.01 PAR VALUE
(Title of class)

NASDAQ NATIONAL MARKET
(Name of exchange on which registered)

Aggregate market value of the voting stock held

Number of shares outstanding of the
Registrant's

by non-affiliates of the Registrant at March

Class of common stock at March 15, 1999:

15, 1999:
\$168,832,991

18,630,817

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.

Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this form 10-K []

DOCUMENTS INCORPORATED BY REFERENCE:

Proxy Statement relating to the 1999 Annual Meeting of Stockholders (incorporated, in part, in Form 10-K Part III).

EXPLANATORY NOTE

This Annual Report on Form 10-K/A for the fiscal year ended December 31, 1998 (the "Report") is being filed solely to file an amended Exhibit 27 (Financial Data Schedule). This Form 10-K/A constitutes Amendment No. 1 to the Report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INVESTMENT TECHNOLOGY GROUP, INC.

By: /s/ RAYMOND L. KILLIAN, JR.

Raymond L. Killian, Jr.
Chairman of the Board, Chief Executive
Officer and President

Dated: March 26, 1999

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons and on behalf of the Registrant in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ RAYMOND L. KILLIAN, JR. ----- Raymond L. Killian, Jr.	Chairman of the Board, Chief Executive Officer President and Director	March 26, 1999
/s/ JOHN R. MACDONALD ----- John R. MacDonald	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 26, 1999
/s/ ANGELO BULONE ----- Angelo Bulone	Vice President and Controller (Principal Accounting Officer)	March 26, 1999
/s/ FRANK E. BAXTER ----- Frank E. Baxter	Director	March 26, 1999

/s/ NEAL S. GARONZIK ----- Neal S. Garonzik	Director	March 26, 1999
/s/ WILLIAM I JACOBS ----- William I Jacobs	Director	March 26, 1999
/s/ ROBERT L. KING ----- Robert L. King	Director	March 26, 1999
/s/ MARK A. WOLFSON ----- Mark A. Wolfson	Director	March 26, 1999

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED STATEMENT OF FINANCIAL CONDITION AND THE CONSOLIDATED STATEMENT OF OPERATIONS AS OF DECEMBER 31, 1998 AND FOR THE YEAR THEN ENDED AND THE NOTES THERETO AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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