

Frank Thomas AJ
Form 4
August 31, 2017

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Frank Thomas AJ

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)
08/29/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Information Officer

GREENWICH, CT 06830

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 08/29/2017 | | S | | 7,822 ⁽¹⁾ | D \$ 41.8 ⁽⁴⁾ | 832,461 ⁽²⁾ | I | By IBG Holdings LLC |
| Class A common stock | 08/30/2017 | | S | | 8,418 ⁽¹⁾ | D \$ 41.48 ⁽⁵⁾ | 824,043 ⁽²⁾ | I | By IBG Holdings LLC |
| Class A common stock | | | | | | | 311,827 | D ⁽³⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(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 Reported Transaction (Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| Frank Thomas AJ ONE PICKWICK PLAZA GREENWICH, CT 06830 | Chief Information Officer |

Signatures

/s/ Raymond Bussiere as authorized signatory for Thomas AJ
Frank

08/31/2017

__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).

(1) 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 reporting person has a pecuniary interest through his membership interest in IBG Holdings LLC that went into effect August 2, 2017.

(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.

These shares of Class A common stock are owned directly by the reporting person and represent the aggregate number of shares of
(3) 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 \$41.44 to \$42.00, 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

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at each price within the ranges set forth in footnotes (4) - (5) 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 \$41.25 to \$41.70, 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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