

KING ROBERT L
Form 4
August 21, 2006

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 *
KING ROBERT L

2. Issuer Name **and** Ticker or Trading
Symbol
INVESTMENT TECHNOLOGY
GROUP INC [ITG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ITG INC., 380 MADISON
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
NEW YORK, NY 10017

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		
Common Stock	08/17/2006		M		6,141	A	\$ 33.01	24,722	D
Common Stock	08/17/2006		M		6,141	A	\$ 18.51	30,863	D
Common Stock	08/17/2006		M		4,094	A	\$ 12.6	34,957	D
Common Stock	08/17/2006		M		2,047	A	\$ 20.99	37,004	D
Common Stock	08/17/2006		S		18,423	D	\$ 46.7	18,581	D

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Common Stock 08/17/2006 S 17,807 D \$ 46.59 774 D

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

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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 (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. Amount or Number of Shares
Option (right to buy)	\$ 33.01	08/17/2006		M	6,141	09/21/2002 06/21/2007	Common Stock	6,141
Option (right to buy)	\$ 18.51	08/17/2006		M	6,141	(2) 06/20/2008	Common Stock	6,141
Option (right to buy)	\$ 12.6	08/17/2006		M	4,094	(3) 06/18/2009	Common Stock	4,094
Option (right to buy)	\$ 20.99	08/17/2006		M	2,047	(4) 06/24/2010	Common Stock	2,047

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KING ROBERT L C/O ITG INC. 380 MADISON AVENUE NEW YORK, NY 10017	X

Signatures

P. Mats Goebels, by Power of Attorney filed with Form 5 filed February 12, 2003

08/21/2006

__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) Grant of Stock Option.

(2) With respect to the entire class of options: 2,047 became exercisable on 6/20/2004; 2,047 became exercisable on 6/20/2005; and 2,047 became exercisable on 6/20/2006.

(3) With respect to the entire class of options: 2,047 became exercisable on 6/18/2005; 2,047 became exercisable on 6/18/2006; and 2,047 became exercisable on 6/18/2007.

(4) With respect to the entire class of options: 2,047 became exercisable on 6/24/2006; 2,047 became exercisable on 6/24/2007; and 2,047 became exercisable on 6/24/2008.

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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