

Brody Paul Jonathan  
 Form 4  
 May 12, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Brody Paul Jonathan

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)  
 05/09/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Financial Officer

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            | 05/09/2009                           |  | A                              |   | 3,499 A \$ 30.01  | 10,430 <u>(1)</u>  | D   |
| Class A Common Stock            | 05/09/2009                           |  | A                              |   | 4,818 A \$ 31.1378  | 15,248 <u>(2)</u>  | D   |
| Class A Common Stock            | 05/09/2009                           |  | A                              |   | 7,252 A \$ 17.2361  | 22,500 <u>(3)</u>  | D   |
| Class A Common                  | 05/09/2009                           |  | F                              |   | 4,897 D \$ 15.83  | 17,603   | D   |

Stock

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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Brody Paul Jonathan<br>ONE PICKWICK PLAZA<br>GREENWICH, CT 06830 | X             |           | Chief Financial Officer |       |

## Signatures

/s/ Paul J. Brody                      05/12/2009  
 \_\_Signature of                      Date  
 Reporting Person

## 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) These shares represent the number of shares of restricted stock from an award granted on May 9, 2007 that were issued and vested on May 9, 2009. The indicated price represents the fair value per share of Class A common stock, par value \$0.01 per share ("Common Stock"), of the issuer as of the award grant date in accordance with SFAS No. 123R. The reporting person will be also issued in the future an aggregate of 13,996 shares of Common Stock pursuant to the issuer's 2007 Stock Incentive Plan. Such shares will be issued in equal amounts on each of the four anniversaries of May 9, 2009.
- (2) These shares represent the number of shares of restricted stock from an award granted on December 31, 2007 that were issued and vested on May 9, 2009. The indicated price represents the fair value per share of Common Stock of the issuer as of the award grant date in

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accordance with SFAS No. 123R. The reporting person will be also issued in the future an aggregate of 24,087 shares of Common Stock pursuant to the issuer's 2007 Stock Incentive Plan. Such shares will be issued in equal amounts on each of the five anniversaries of May 9, 2009.

- These shares represent the number of shares of restricted stock from an award granted on December 31, 2008 that were issued and vested on May 9, 2009. The indicated price represents the fair value per share of Common Stock of the issuer as of the award grant date in
- (3) accordance with SFAS No. 123R. The reporting person will be also issued in the future an aggregate of 65,271 shares of Common Stock pursuant to the issuer's 2007 Stock Incentive Plan. Such shares will be issued in equal amounts on each of the six anniversaries of May 9, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.