

DREW JOHN
Form 4
January 05, 2010

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 *
Trudeau Robert

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Interactive Brokers Group, Inc.
[IBKR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
May be part of a 13(d) group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/31/2009 | | A | 4,233 (1) A \$ 0 | 4,233 | I | Robert W. Trudeau (2) |
| Common Stock | | | | | 1,487,970 | I | TCV VI, L.P. (3) |
| Common Stock | | | | | 2,289,635 | I | TCV VII, L.P. (4) |
| Common Stock | | | | | 1,189,061 | I | TCV VII (A), L.P. (5) |

| | | | |
|-----------------|--------|---|---|
| Common Stock | 33,334 | I | TCV Member Fund, L.P. <u>(6)</u> |
|-----------------|--------|---|---|

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.

SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | X | | May be part of a 13(d) group |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES | | X | | May be part of a 13(d) group |

528 RAMONA STREET
PALO ALTO, CA 94301

REYNOLDS JON Q JR
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of a 13(d)
group

GRIFFITH WILLIAM
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of a 13(d)
group

Marshall Christopher P
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(d)
group

Signatures

| | |
|--|------------|
| Frederic D. Fenton Authorized signatory for Robert W. Trudeau | 01/05/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Jay C. Hoag | 01/05/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Richard H. Kimball | 01/05/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for John L. Drew | 01/05/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr. | 01/05/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for William J.G. Griffith IV | 01/05/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Christopher P. Marshall | 01/05/2010 |
| __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) Represents a grant of restricted stock which will vest in five equal annual installments, beginning on December 31, 2010.
- These shares of restricted stock are directly held by Robert W. Trudeau. Mr. Trudeau has the sole voting and dispositive power over the shares; however, TCV VI Management, L.L.C. ("Management VI") and TCV VII Management, L.L.C. ("Management VII") collectively own 100% of the pecuniary interest therein. Mr. Trudeau, Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and
- (2) William J.G. Griffith IV (collectively, the "TCM VI Members") are members of Management VI and each of the TCM VI Members and Christopher P. Marshall (collectively, the "TCM VII Members") are members of Management VII, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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- (3) These securities are directly held by TCV VI, L.P. The TCM VI Members are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. The TCM VI Members and TCM VI may be deemed to beneficially own the securities held by TCV VI, L.P., but the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (4) These securities are directly held by TCV VII, L.P. The TCM VII Members are Class A Directors of Technology Crossover Management VII, Ltd. ("TCM VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII LP"). TCM VII is the general partner of TCM VII LP, which is the general partner of TCV VII, L.P. The TCM VII Members, TCM VII and TCM VII LP may be deemed to beneficially own the securities held by TCV VII, L.P., but the TCM VII Members, TCM VII and TCM VII LP disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (5) These securities are directly held by TCV VII (A), L.P. The TCM VII Members are Class A Directors of TCM VII and limited partners of TCM VII LP. TCM VII is the general partner of TCM VII LP, which is the general partner of TCV VII (A), L.P. The TCM VII Members, TCM VII and TCM VII LP may be deemed to beneficially own the securities held by TCV VII (A), L.P., but the TCM VII Members, TCM VII and TCM VII LP disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (6) These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VII Members are Class A Directors of TCM VII, which is a general partner of TCV MF, and limited partners of TCV MF. The TCM VI Members are Class A Members of TCM VI, which is also a general partner of TCV MF. The TCM VII Members, TCM VII, the TCM VI Members and TCM VI may be deemed to beneficially own certain of the securities held by TCV MF, but the TCM VII Members, TCM VII, the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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.