

Marshall Christopher P
Form 4
August 06, 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 *
TCV VII LP

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)

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

____ Director
____ Officer (give title below) Other (specify below)

May be part of a 13(d) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

08/04/2009

(Street)

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

PALO ALTO, CA 94301

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/04/2009 | | P | 25,644 | \$ 19.03 (1) | 2,191,106 | I | TCV VII, L.P. (2) (3) |
| Common Stock | 08/04/2009 | | P | 13,317 | \$ 19.03 (1) | 1,137,893 | I | TCV VII (A), L.P. (2) (4) |
| Common Stock | 08/04/2009 | | P | 374 | \$ 19.03 (1) | 31,900 | I | TCV Member Fund, L.P. (2) (5) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|--------------------|-----------|---|--|
| Common Stock | 08/05/2009 | P | 70,979 | A | \$ 19.1 (6) | 2,262,085 | I | TCV VII, L.P. (2) (3) |
| Common Stock | 08/05/2009 | P | 36,861 | A | \$ 19.1 (6) | 1,174,754 | I | TCV VII (A), L.P. (2) (4) |
| Common Stock | 08/05/2009 | P | 1,033 | A | \$ 19.1 (6) | 32,933 | I | TCV Member Fund, L.P. (2) (5) |
| Common Stock | 08/06/2009 | P | 27,550 | A | \$ 19.12 (7) | 2,289,635 | I | TCV VII, L.P. (2) (3) |
| Common Stock | 08/06/2009 | P | 14,307 | A | \$ 19.12 (7) | 1,189,061 | I | TCV VII (A), L.P. (2) (4) |
| Common Stock | 08/06/2009 | P | 401 | A | \$ 19.12 (7) | 33,334 | I | TCV Member Fund, L.P. (2) (5) |

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 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... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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) This transaction was executed in multiple trades at prices ranging from \$18.77 to \$19.18. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(2) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., William J.G. Griffith IV, Robert W. Trudeau (collectively, the "TCM VI Members"), TCV VI, L.P. and Technology Crossover Management VI, L.L.C. ("TCM VI") on August 6, 2009.

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

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

(5) These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VII Directors 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 Directors, 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 Directors, TCM VII, the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(6) This transaction was executed in multiple trades at prices ranging from \$18.77 to \$19.27. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(7) This transaction was executed in multiple trades at prices ranging from \$18.97 to \$19.36. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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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