

CRUZ WILLIAM R
Form 4
May 15, 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 *
CRUZ WILLIAM R

2. Issuer Name and Ticker or Trading Symbol
TRADESTATION GROUP INC
[TRAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8050 SW 10TH STREET, SUITE
4000

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2009

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

(Street)
PLANTATION, FL 33324

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	05/13/2009		S ⁽¹⁾		17,000	D	\$ 7.0933 (2)	3,841,738	I	Partner ⁽³⁾
Common Stock	05/14/2009		S ⁽¹⁾		45,000	D	\$ 7.1647 (4)	3,796,738	I	Partner ⁽³⁾
Common Stock								200,000	I	Partner ⁽⁵⁾
Common Stock								850	I	Spouse ⁽⁶⁾

Common Stock 100 D

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

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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. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRUZ WILLIAM R 8050 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324	X			

Signatures

/s/William R. Cruz 05/15/2009

**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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by WRCF-I 1997 Limited Partnership on April 27, 2009.
- (2)

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This represents the weighted average sale price for the transactions reported on this line. The shares were sold at prices ranging from \$6.92 to \$7.25. Upon request by the Securities and Exchange Commission, the company will provide full information regarding the number of shares sold at each separate price.

- (3) Shares owned by WRCF-I 1997 Limited Partnership, the 1% general partner of which is a Texas corporation that is wholly owned by William R. Cruz and the 99% limited partner of which is William R. Cruz.

This represents the weighted average sale price for the transactions reported on this line. The shares were sold at prices ranging from \$7.01 to \$7.28. Upon request by the Securities and Exchange Commission, the company will provide full information regarding the number of shares sold at each separate price.

- (4) \$7.01 to \$7.28. Upon request by the Securities and Exchange Commission, the company will provide full information regarding the number of shares sold at each separate price.
- (5) Shares owned by WRCF-II 1997 Limited Partnership, which is 100% beneficially owned by William R. Cruz. This partnership engaged in no purchase or sale transactions regarding the shares.

- (6) Shares owned by Patricia Cruz, the wife of William R. Cruz. William R. Cruz disclaims beneficial ownership of these shares.

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.