FLEISCHMAN DAVID H

Form 4

February 18, 2010

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16.

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FLEISCHMAN DAVID H Issuer Symbol TRADESTATION GROUP INC (Check all applicable) [TRAD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 8050 SW 10TH STREET, SUITE 02/16/2010 CFO, VP of Finance & Treasurer 4000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PLANTATION, FL 33324

(State)

(Zip)

(City)

		Table 1 - Non-Delivative Securities Acquired, Disposed of, of Deficiently Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	ode (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(Reported			
					(A)		Transaction(s)			
			C = V	A	or	ъ.	(Instr. 3 and 4)			
~			Code V	Amount	(D)	Price				
Common Stock	02/16/2010		A	24,296	A	0 0 0	96,350	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of or 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 6.41	02/16/2010		A	27,453	02/16/2011(2)	02/15/2020	Common Stock	27,453

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLEISCHMAN DAVID H 8050 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324

CFO, VP of Finance & Treasurer

Signatures

/s/ David H. 02/18/2010 Fleischman

**Signature of Reporting Date
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).
- The issuance of these shares is pursuant to a restricted stock grant under the Company's incentive stock plan. The shares issued will vest 50% on the third anniversary of the date of grant and 100% on the sixth anniversary, with 100% acceleration upon retirement, death, disability and change in control of the Company. Any unvested shares at the time of termination of employment must be resold to the Company for \$0.
- (2) Stock option becomes exercisable in one-fifth (1/5) increments on February 16, 2011, 2012, 2013, 2014 and 2015, with 100% acceleration of vesting upon death, disability and change in control of the Company.

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.

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