

Black T Keith
 Form 4
 June 10, 2011

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 *
 Black T Keith

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)
 1820 NORTH GLENVILLE
 DRIVE, SUITE 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/08/2011

____ Director
 ____ Officer (give title below) Other (specify below)
 VP Prod Dev TS Technologies

RICHARDSON, TX 75081

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	06/08/2011		D	(1)	183,963	D	
					\$ 9.75		73,471
Common Stock	06/10/2011		D	(2)	73,471	D	
					\$ 9.75		0

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

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 (9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.39	06/10/2011		D		3,000		12/24/2003	12/24/2012	Common Stock	3,000
Stock Option (Right to Buy)	\$ 9.03	06/10/2011		D		15,000		12/30/2004	12/30/2013	Common Stock	15,000
Stock Option (Right to Buy)	\$ 9.03	06/10/2011		D		5,000		12/30/2004	12/30/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 7.11	06/10/2011		D		12,000		01/03/2006	01/03/2015	Common Stock	12,000
Stock Option (Right to Buy)	\$ 15.54	06/10/2011		D		8,373		01/13/2007	01/13/2016	Common Stock	8,373
Stock Option (Right to Buy)	\$ 15.54	06/10/2011		D		1,627		01/13/2007	01/13/2016	Common Stock	1,627
Stock Option (Right to Buy)	\$ 12.43	06/10/2011		D		8,000		01/19/2008	01/19/2017	Common Stock	8,000
Stock Option (Right to Buy)	\$ 12.43	06/10/2011		D		2,000		01/19/2008	01/19/2017	Common Stock	2,000
	\$ 13.12	06/10/2011		D		11,465		02/20/2008	02/20/2017		11,465

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 13.12	06/10/2011	D	18,535	02/20/2008	02/20/2017	Common Stock	18,535	
Stock Option (Right to Buy)	\$ 11.42	06/10/2011	D	2,731	01/18/2009	01/18/2018	Common Stock	2,731	
Stock Option (Right to Buy)	\$ 11.42	06/10/2011	D	10,926	01/18/2009	01/18/2018	Common Stock	10,926	
Stock Option (Right to Buy)	\$ 5.77	06/10/2011	D	16,562	01/16/2010	01/16/2019	Common Stock	16,562	
Stock Option (Right to Buy)	\$ 5.77	06/10/2011	D	11,355	01/16/2010	01/16/2019	Common Stock	11,355	
Stock Option (Right to Buy)	\$ 6.41	06/10/2011	D	25,982	02/16/2011	02/16/2020	Common Stock	25,982	
Stock Option (Right to Buy)	\$ 7.11	06/10/2011	D	13,013	02/15/2012	02/15/2021	Common Stock	13,013	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Black T Keith 1820 NORTH GLENVILLE DRIVE SUITE 100 RICHARDSON, TX 75081			VP Prod Dev TS Technologies	

Signatures

/s/ T. Keith
Black

06/10/2011

__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).

Represents shares of common stock that were tendered to Felix 2011 Acquisition Sub, Inc., a Florida corporation ("Purchaser"), and a wholly-owned direct subsidiary of Monex Group, Inc., a Japanese corporation, pursuant to Purchaser's offer to purchase all outstanding

(1) shares of the Issuer at a purchase price of \$9.75 per share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 10, 2011 (together with any amendments and supplements thereto), and in the related Letter of Transmittal (together with any amendments and supplements thereto).

These shares were canceled pursuant to the Agreement and Plan of Merger, dated as of April 20, 2011, by and among the Issuer, Monex

(2) Group, Inc., a Japanese corporation, and Felix 2011 Acquisition Sub, Inc., a Florida corporation, in exchange for the right to receive a cash payment equal to \$9.75 per share (without interest and less any required withholding taxes) at the effective time of the merger.

This option was canceled pursuant to the Agreement and Plan of Merger, dated as of April 20, 2011, by and among the Issuer, Monex

(3) Group, Inc., a Japanese corporation, and Felix 2011 Acquisition Sub, Inc., a Florida corporation, in exchange for the right to receive a cash payment representing the number of shares of the Issuer's common stock underlying such option multiplied by the positive difference, if any, between the purchase price of \$9.75 per share minus the exercise price of the option (without interest and less any required withholding taxes) at the effective time of the merger.

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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