

STONE MARC J
Form 4
June 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
STONE MARC J

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)
06/08/2011

____ Director
 Officer (give title below) _____ Other (specify below)
VP Corp Dev, Gen Counsel & Sec

(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 Ownership (Instr. 4)
Common Stock	06/08/2011		D	(A) Code V Amount (D) Price 6,819 (1) \$ 9.75	70,417	D	
Common Stock	06/10/2011		D	(A) Code V Amount (D) Price 70,417 (2) \$ 9.75	0	D	

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

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SEC 1474
(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)	\$ 9.03	06/10/2011		D		8,000		12/30/2004	12/30/2013	Common Stock	8,000
Stock Option (Right to Buy)	\$ 7.11	06/10/2011		D		3,200		01/03/2006	01/03/2015	Common Stock	3,200
Stock Option (Right to Buy)	\$ 7.11	06/10/2011		D		6,400		01/03/2006	01/03/2015	Common Stock	6,400
Stock Option (Right to Buy)	\$ 15.54	06/10/2011		D		3,621		01/13/2007	01/13/2016	Common Stock	3,621
Stock Option (Right to Buy)	\$ 15.54	06/10/2011		D		6,379		01/13/2007	01/13/2016	Common Stock	6,379
Stock Option (Right to Buy)	\$ 12.43	06/10/2011		D		808		01/19/2008	01/19/2017	Common Stock	808
Stock Option (Right to Buy)	\$ 12.43	06/10/2011		D		9,192		01/19/2008	01/19/2017	Common Stock	9,192
Stock Option (Right to Buy)	\$ 13.12	06/10/2011		D		7,248		02/20/2008	02/20/2017	Common Stock	7,248
	\$ 13.12	06/10/2011		D		2,752		02/20/2008	02/20/2017		2,752

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 11.42	06/10/2011	D	14,430	01/18/2009	01/18/2018		Common Stock	14,430
Stock Option (Right to Buy)	\$ 5.77	06/10/2011	D	29,497	01/16/2010	01/16/2019		Common Stock	29,497
Stock Option (Right to Buy)	\$ 6.41	06/10/2011	D	27,453	02/16/2011	02/16/2020		Common Stock	27,453
Stock Option (Right to Buy)	\$ 7.11	06/10/2011	D	13,750	02/15/2012	02/15/2021		Common Stock	13,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE MARC J 8050 SW 10TH STREET SUITE 4000 PLANTATION, FL 33324			VP Corp Dev, Gen Counsel & Sec	

Signatures

/s/ Marc J. Stone 06/10/2011

**Signature of Date
Reporting 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).

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.

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