

Sheridan Scott Daniel
 Form 4
 February 18, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Sheridan Scott Daniel

2. Issuer Name and Ticker or Trading Symbol
 THINKORSWIM GROUP INC.
 [SWIM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 600 WEST CHICAGO AVENUE, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2009

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

CHICAGO, IL 60610

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 | 02/15/2009 | | J ⁽¹⁾ | 50,145 A | \$ 0 <u>(1)</u> 4,491,048 | D | |
| Common Stock | 02/15/2009 | | J ⁽²⁾ | 285 A | \$ 0 <u>(2)</u> 25,142 | I | By Scott Sheridan Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Sheridan Scott Daniel - Form 4

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sheridan Scott Daniel 600 WEST CHICAGO AVENUE SUITE 100 CHICAGO, IL 60610 | | X | | |

Signatures

/s/ Scott Daniel
Sheridan 02/17/2009

__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).
- On 2/15/09, filer became entitled to receive 50,145 shares of the Issuer's common stock pursuant to the Agreement and Plan of Merger ("Agreement") among Investools Inc., thinkorswim Group, Inc. and Atomic Acquisition Corp. dated 9/18/06, under which the companies merged on 2/15/07. Under the Agreement certain former shareholders, including filer, were to receive additional shares of Issuer's stock,
- (1) for no additional consideration, if the price of Issuer's stock was below a certain threshold as of 2/15/09. Since the trading price was below the threshold, the filer acquired additional shares as of 2/15/09, pursuant to a formula in the Agreement, which provides that for purposes of determining the shares issuable, the stock would be valued at a weighted average of the 20 trading days prior to 2/15/09, \$8.10. The filer's right to receive additional shares became fixed and irrevocable on 2/15/07, the effective date of the merger.
 - (2) On 2/15/09 the Scott Sheridan Trust became entitled to receive additional 285 shares for no additional consideration under the Agreement pursuant to the right described in footnote 1.

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.