

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

SCHEDULE 13G
(Rule 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(b)(c), AND (d) AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(b)

(AMENDMENT NO. _)

INSTINET GROUP INC.
(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

457750107
(CUSIP NUMBER)

DECEMBER 31, 2001
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 88632Q 10 3

13G

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Reuters Group PLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ Not applicable.
(b) ☐
3. SEC Use Only
4. Citizenship or Place of Organization: United Kingdom

Number of Shares	5. Sole Voting Power: 206,900,000
Beneficially	6. Shared Voting Power: 0
Owned by Each	7. Sole Dispositive Power: 206,900,000
Reporting	8. Shared Dispositive Power: 0
Person With:	

9. Amount Beneficially Owned by Each Reporting Person: 206,900,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

11. Percent of Class Represented by Amount in Row (9): 83.3%

12. Type of Reporting Person (See Instructions): CO

Item 1.

- (a) Name of Issuer: Instinet Group Inc..
- (b) Address of Issuer's Principal Executive Offices:
875 Third Avenue
New York, NY 10021

Item 2.

- (a) Name of Person Filing: Reuters Group PLC
- (b) Address of Principal Business Office or, if none, Residence:
85 Fleet Street
London, UK EC4P 4AJ
- (c) Citizenship: United Kingdom
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 457750107

Item 3. If this statement is filed pursuant to (S)(S)240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a :

- (a) ☐ [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ [] An investment advisor in accordance with (S)240.13d-1(b)(1)(ii)(E);
- (f) ☐ [] An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F);
- (g) ☐ [] A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G);
- (h) ☐ [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ [] Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).

Not Applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: 206,900,000
- (b) Percent of class: 83.3%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 206,900,000
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
206,900,000
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

See Exhibit 99.1.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set in this statement is true, complete and correct.

February 14, 2002

(Date)

/s/ Rosemary Martin

(Signature)

Rosemary Martin, Company Secretary

(Name/Title)

Exhibit No.

99.1

Exhibit

Subsidiary Chain of Ownership

SUBSIDIARY CHAIN OF OWNERSHIP

The shares of Instinet Group Inc. are beneficially owned by Reuters Group PLC and are held in the name of Reuters C Corp (166,430,360 Shares of Common Stock) and Reuters Holdings Switzerland SA (40,469,640 Shares of Common Stock).

Reuters C Corp and Reuters Holdings Switzerland S.A. are each wholly-owned through the following chains of ownership, all of which entities are wholly-owned subsidiaries of Reuters Group PLC:

Reuters Group PLC	Reuters Group PLC
Reuters Investments Limited	Reuters Investments Limited
Reuters Holdings Limited	Reuters Holdings Limited
Reuters Limited	Reuters Limited
Reuters Group Overseas Holdings (UK) Limited	Reuters Group Overseas Holdings (UK) Limited
Reuters Overseas Holdings BV	Reuters Overseas Holdings BV
Reuters International Holdings Sarl	Reuters Holdings Switzerland S.A.
Reuters America Holdings Inc.	
Reuters C Corp	