Amoruso Leonard J Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

38,044

D

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Previously Reported)

(Print or Type Responses)

1. Name and Address of Reporting Person *

| Amoruso Le | Symbol KNIGH | Symbol KNIGHT CAPITAL GROUP, INC. [NITE] | | | | Issuer (Check all applicable) | | | | |
|--|---|--|--|------------|---------------------------------|--|--|--|---|--|
| (Last) KNIGHT CA INC., 545 W | (Month/I , 02/28/2 | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2009 | | | | Director 10% Owner X Officer (give title Other (specify below) | | | | |
| JERSEY CI | (Street) ΓΥ, NJ 07310 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code | (Instr. 3, | isposed 4 and 5 (A) or | of (D) | 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 Beneficial Ownership (Instr. 4) | |
| Restricted Class A Common Stock | 02/28/2009 | | F | 3,112 | D | \$ 17.525 | 29,655 | D | | |
| Class A Common Stock | | | | | | | 42,071 | D | | |
| Restricted Stock Units | | | | | | | 38 044 | D | | |

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Title | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|----------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | A | |
| | | | | | | | | | Amount | |
| | | | | | | Date Exercisable | Expiration Date | Title 1 | or | |
| | | | | | | | | | Number | |
| | | | | C 1 1 | (A) (D) | | | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Amoruso Leonard J KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310

Sr. Man. Dir.& General Counsel

Signatures

/s/ Leonard J. 03/03/2009 Amoruso

**Signature of Reporting 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).

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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