

KNIGHT CAPITAL GROUP, INC.
Form 4
February 03, 2010

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 *
Sadoff Steven J

2. Issuer Name and Ticker or Trading Symbol
KNIGHT CAPITAL GROUP, INC.
[NITE]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BLVD.

(Street)

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

JERSEY CITY, NJ 07310

(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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Restricted Stock Units (1) | 01/31/2010 | | A | 65,657 | A | \$ 15.84 | 128,701 | D |
| Restricted Stock Units | 01/31/2010 | | F | 10,575 | D | \$ 15.84 | 107,686 | D |
| Restricted Class A Common Stock | 01/31/2010 | | F | 14,418 | D | \$ 15.84 | 15,702 | D |
| Class A | | | | | | | 33,982 | D |

Common
Stock

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

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SEC 1474
(9-02)

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) | \$ 15.84 | 01/31/2010 | | A | 100,000 | <u>(2)</u> 01/31/2020 | Class A Common Stock | 0 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sadoff Steven J KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310 | | | Executive Vice President | |

Signatures

/s/ Steven J. Sadoff 02/03/2010

**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).
- (1) Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2006 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Class A Common Stock of the Issuer. The restricted stock units shall vest in three equal

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installments on January 31, 2011, 2012 and 2013, respectively.

- Stock options granted pursuant to the Knight Capital Group, Inc. 2003 Equity Incentive Plan. 33 1/3% of the stock option can be
- (2) exercised as of the first anniversary of the acquisition; 66 2/3% can be exercised as of the second anniversary of the acquisition date; and 100% can be exercised as of the third anniversary of the acquisition date.

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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