KNIGHT CAPITAL GROUP, INC.

Form 4

February 13, 2012

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoffman Peter J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

KNIGHT CAPITAL GROUP, INC.

(Check all applicable)

[KCG]

(Last) (First) (Middle)

(Street)

(State)

(Zin)

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

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

02/10/2012

Senior Managing Director

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BLVD.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

JERSEY CITY, NJ 07310

(City)

(City)	(State) (Z	Table	I - Non-De	rivative Se	ecuriti	ies Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securiti		quired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	•	any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported	(I)	(======================================
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
C1 A			Code V	Amount	(D)	Price	(msu. 5 and 4)		
Class A Common	02/10/2012		P	19,000	A	\$ 13.084	19,000	D	
Stock	02/10/2012		1	19,000	А	(1) (2)	19,000	D	
Restricted									
Stock Units									
(Previously							20,000	D	
Reported)									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	cisable and	7. Tit.	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	ar) Execution Date, if TransactionNumbe		tionNumber	Expiration Date		Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative			Securities	(Instr. 5)	J	
		Derivative			Securities				(Instr.	3 and 4)		(
Security						Acquired	Acquired					J
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Expiration Exercisable Date	Expiration		Number		
									of			
					Code	V (A) (D)				Shares		
					Code	v (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoffman Peter J KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310

Senior Managing Director

Signatures

/s/ Peter J. 02/13/2012 Hoffman

**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).
- Amount reported is average purchase price occurring within one dollar price range. Price breakdown: 600 shares at \$13.06; 5,300 shares at \$13.07; 3,500 shares at \$13.08; 4,900 shares at \$13.09; 300 shares at \$13.095; and 4,400 shares at \$13.10.
- (2) Filer undertakes to provide to the SEC, the Issuer or a security holder full information pertaining to the number of shares purchased at each separate price.

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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