

KNIGHT CAPITAL GROUP, INC.
 Form 4
 July 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
 GETCO Holding Company, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 350 N. ORLEANS STREET, 3RD
 FL SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2013

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

CHICAGO, IL 60654

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock, par value \$0.01 per share	07/01/2013 ⁽¹⁾		J	56,876,424	D	<u>(1)</u>	0	I	Held by Subsidiary ⁽²⁾

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

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GETCO Holding Company, LLC may have been deemed to beneficially own 56,876,424 shares of common stock, including 56,875,362 shares of Knight common stock held by GETCO Strategic Investments, LLC, a wholly owned subsidiary, and 1,067 shares of common stock owned by another wholly owned subsidiary.

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.