

KNIGHT CAPITAL GROUP, INC.
Form 3
May 15, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Amoruso Leonard J</p> <p>(Last) (First) (Middle)</p> <p>KNIGHT CAPITAL GROUP,Â INC. 545 WASHINGTON BLVD.</p> <p>(Street)</p> <p>JERSEY CITY,Â NJÂ 07310</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/10/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KNIGHT CAPITAL GROUP, INC. [NITE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sen.Man.Dir.& General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	12,508	D	Â
Restricted Class A Common Stock	48,168	D ⁽¹⁾	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
			Title			
Stock Option (Right to Buy)	Â (2)	Â (2)	Class A Common Stock	95,000	\$ (2)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Amoruso Leonard J KNIGHT CAPITAL GROUP INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310	Â	Â	Â Sen.Man.Dir.& General Counsel	Â

Signatures

/s/ Leonard J. Amoruso 05/15/2007

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restrictions lapse pursuant to the following schedule: 13,695 on 01/31/2008; 9,854 on 01/31/2009; 4,619 on 01/31/2010; 6,667 on 02/29/2008; 6,667 on 02/28/2009; and 6,666 on 02/28/2010.
- (2) 20,000 vested options with an exercise price of \$22.94 and expiration date of 10/19/2009; 50,000 vested options with an exercise price of \$9.81 and expiration date of 01/31/2015; and 25,000 unvested options with a vesting date of 01/31/2008, exercise price of \$9.81 and an expiration date of 01/31/2015.

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.