Steenkamp Henri J Form 4 July 21, 2010

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Print	or	Type	Responses)

1. Name and Address of Reporting Person \* Steenkamp Henri J

> (Last) (First) (Middle)

C/O MF GLOBAL HOLDINGS LTD., 717 FIFTH AVENUE, 9TH **FLOOR** 

(Street)

(State)

(Zip)

NEW YORK, NY 10022

(City)

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

3. Date of Earliest Transaction

(Month/Day/Year)

07/19/2010

Symbol

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

MF Global Holdings Ltd. [MF] (Check all applicable)

> Director 10% Owner X\_ Officer (give title Other (specify below) Chief Accounting Officer

**OMB APPROVAL** 

Estimated average

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3235-0287

January 31,

2005

0.5

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Number:

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response...

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						_	<del>-</del>		/ T
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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock, par value \$1.00 per share	07/19/2010		M(2)	8,333	A	\$0	12,160	D	
Common Stock, par value \$1.00 per share	07/19/2010		F(3)	2,817	D	\$ 6.22	9,343	D	

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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	
Restricted Stock Units (1)	<u>(1)</u>	07/19/2010		M	8,333	<u>(1)</u>	<u>(1)</u>	Common Stock	8,333	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Steenkamp Henri J C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022

Chief Accounting Officer

## **Signatures**

/s/ James Y. Ho, by power of attorney 07/21/2010

\*\*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).
- Each restricted stock unit represents a contingent right to receive one share of Common Stock and will be subject to the terms and conditions of the MF Global Holdings Ltd. Amended and Restated 2007 Long Term Incentive Plan, as amended. These restricted stock units were granted on July 18, 2007, and all vested on July 19, 2010, the first business day following the third anniversary of the grant date. Common Stock will be delivered upon vesting, except in certain limited circumstances described in the award agreement.
- (2) The shares of Common Stock were acquired upon vesting of restricted stock units granted on July 18, 2007.
- (3) Payment of tax liability by withholding Common Stock incident to the vesting of restricted share units in accordance with Rule 16b-3. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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