

JOYCE THOMAS M
Form 4
February 02, 2011

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 *
JOYCE THOMAS M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Last) (First) (Middle)

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2011

(Street)

JERSEY CITY, NJ 07310

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Restricted Stock Units (1) | 01/31/2011 | | A | | 128,543 A \$ 14 | 714,688 | D |
| Restricted Stock Units | 01/31/2011 | | F | | 65,078 D \$ 13.935 | 574,187 | D |
| Restricted Class A Common Stock | 01/31/2011 | | F | | 26,810 D \$ 13.935 | 0 | D |

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| | | | | | | | | | |
|--|------------|--|------------------|---------|---|------|---------|---|---------------------------------------|
| Class A Common Stock | 01/31/2011 | | J ⁽²⁾ | 101,083 | A | \$ 0 | 440,382 | D | |
| Class A Common Stock | 01/31/2011 | | J ⁽²⁾ | 101,083 | D | \$ 0 | 98,917 | I | By Joyce Family 2009 GRAT II |
| Class A Common Stock (Previously Reported) | | | | | | | 76,061 | I | By Joyce Family 2009 GRAT |
| Class A Common Stock (Previously Reported) | | | | | | | 400,000 | I | By Joyce Family 2010 GRAT |
| Class A Common Stock (Previously Reported) | | | | | | | 34,695 | I | By Trust for Children |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOYCE THOMAS M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310 | | | Chairman & CEO | |

Signatures

/s/ Thomas M.
Joyce

02/02/2011

**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).
- Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2010 Equity Incentive Plan. Each restricted stock unit represents
- (1) 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 installments on January 31, 2012, 2013 and 2014, respectively.
 - (2) Represents distribution of shares from the Joyce Family 2009 GRAT II to reporting person, effective January 31, 2011.

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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