Edgar Filing: KNIGHT CAPITAL GROUP, INC. - Form 4

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Form 4	APITAL GROUI	P, INC.								
May 17, 201										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								APPROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or					BENEF	Estimated	ated average n hours per			
Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pu ons Section 17	(a) of the l	Public U		ding Con	npany Ac	ange Act of 1934 t of 1935 or Sec 1940	4,	0.0	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Lewis James W			2. Issuer Name and Ticker or Trading Symbol KNIGHT CAPITAL GROUP, INC. [NITE]			 5. Relationship of Reporting Person(s) to Issuer . (Check all applicable) 				
	CAPITAL GROU WASHINGTON	Middle) P,		of Earliest Tr Day/Year) 2010	ransaction		X Director Officer (g below)		% Owner her (specify	
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	la I Non I	Dominiativo	Convition		d of on Donoficia	ally Owned	
		· •		3.			Acquired, Dispose		-	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemo Execution(Instr. 3)(Month/Day/Year)Execution any (Month/Day)		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect				
				Code V		(D) Price	2			
Reminder: Rej	port on a separate lin	e for each cl	ass of sec	urities benef	ficially own	ned 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.

 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. Transactic Code (Instr. 8)			ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	05/13/2010		А	5,278	(2)	(2)	Class A Common Stock	5,278	\$ 1

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director 10% Owner		Officer Other				
Lewis James W KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310	Х						
Signatures							
/s/ James W. 05/17/201	10						

Lewis <u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2010 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of Knight Capital Group, Inc.
- (2) Restricted stock units will vest on May 13, 2013 or upon earlier retirement and will be settled upon vesting.
- (3) Aggregate amount represents previously granted restricted stock unit awards which have different exercisable and expiration dates.

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.