



Edgar Filing: Nielsen N.V. - Form 4

Common Stock 12,340 I By Trust (4)

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.

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options to Purchase Common Stock	\$ 36.56	05/28/2015		M	11,000	(5) 09/25/2020	Common Stock 11,000
Options to Purchase Common Stock	\$ 30.19	05/28/2015		M	100,000	(6) 05/11/2018	Common Stock 100,000
Options to Purchase Common Stock	\$ 27.98	05/28/2015		M	57,500	(7) 07/26/2019	Common Stock 57,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMINALE JAMES W C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004			Chief Legal Officer	

## Signatures

/s/ Harris Black, authorized signatory 06/01/2015

\*\*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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$44.84 to \$45.36, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest therein.
- (4) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest therein.
- (5) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (September 25, 2013).
- (6) Represents options to purchase shares of common stock of the Issuer, which ratably vest in four installments over 4 years beginning one year after the grant date (May 11, 2011).
- (7) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (July 26, 2012).

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.