

Nielsen N.V.  
Form 4  
August 11, 2015

# 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 \*  
Barns Dwight

(Last) (First) (Middle)

C/O NIELSEN N.V., 85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Nielsen N.V. [NLSN]

3. Date of Earliest Transaction (Month/Day/Year)  
08/07/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or Price		
Common Stock	08/07/2015		M		4,499 A \$ 16		D
Common Stock	08/07/2015		M		7,461 A \$ 32		D
Common Stock	08/07/2015		S <sup>(1)</sup>		11,960 D \$ 46.34		D
Common Stock	08/10/2015		M		2,247 A \$ 16		D
Common Stock	08/10/2015		M		2,274 A \$ 32		D

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Common Stock      08/10/2015      S<sup>(1)</sup>      876      D      \$ 47.28      142,489.32      D

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to purchase common stock (right to buy)	\$ 16	08/07/2015		M	4,499	<u>(2)</u>	03/05/2017	Common Stock	4,499
Options to purchase common stock (right to buy)	\$ 32	08/07/2015		M	7,461	<u>(2)</u>	03/05/2017	Common Stock	7,461
Options to purchase common stock (right to buy)	\$ 16	08/10/2015		M	1,735	<u>(2)</u>	03/05/2017	Common Stock	1,735
Options to purchase	\$ 16	08/10/2015		M	512	<u>(2)</u>	03/05/2017	Common Stock	512

common stock (right to buy) Options to purchase common stock (right to buy)	\$ 32	08/10/2015	M	1,235	<u>(2)</u>	03/05/2017	Common Stock	1,235
Options to purchase common stock (right to buy)	\$ 32	08/10/2015	M	1,039	<u>(2)</u>	03/05/2017	Common Stock	1,039

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barns Dwight C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004			Chief Executive Officer	

## Signatures

/s/Harris Black, Authorized  
Signatory

08/11/2015

\_\_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 trading plan.
- (2) These options to purchase shares of common stock are currently vested and are exercisable.

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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