

KNIGHT CAPITAL GROUP, INC.  
Form 4  
February 02, 2009

**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.  
[NITE]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2009

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

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

(Street)

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

JERSEY CITY, NJ 07310

(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		
Class A Common Stock	01/29/2009		S		\$ 175,000 D 18.626 (1) (3)	D	
Class A Common Stock	01/30/2009		S		\$ 150,000 D 18.193 (2) (3)	D	
Class A Common Stock	01/30/2009		J(4)		20,853 D \$ 0 0	I	By 2006 GRAT II (4)

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Class A Common Stock	01/30/2009	J <sup>(4)</sup>	20,853	A	\$ 0	555,959	D	
Restricted Class A Common Stock	01/31/2009	F	59,849	D	\$ 18.4	187,077	D	
Class A Common Stock						625,303	D	
Restricted Stock Units <u>(5)</u>	01/31/2009	A	256,063	A	\$ 18.4	756,063	D	
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.

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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. 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

02/02/2009

\_\_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) Represents the sale of 175,000 shares in one hundred sixteen separate transactions at prices ranging from \$18.28 to \$19.087 per share, resulting in a weighted average sale price per share of \$18.626.
- (2) Represents the sale of 150,000 shares in ninety separate transactions at prices ranging from \$17.84 to \$18.74 per share and one transaction at \$18.96, resulting in a weighted average sale price per share of \$18.193.
- (3) Filer undertakes to provide the SEC, the Issuer, or security holder full information pertaining to the number of shares sold at each separate price.
- (4) Represents distribution of shares from the Joyce Family GRAT II to reporting person and spouse, effective January 30, 2009, at which time the Joyce Family GRAT II was terminated.
- (5) Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2006 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Class Common Stock of the Issuer. The restricted stock units shall vest in three equal installments on January 31, 2010, 2011 and 2012, respectively.

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.