

Barns Dwight  
Form 3  
March 08, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Barns Dwight		(Month/Day/Year)	Nielsen Holdings N.V. [NLSN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/26/2013		
C/O NIELSEN HOLDINGS			(Check all applicable)	
N.V.,Â 770 BROADWAY			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Pres. - Nielsen Global Client	
NEW YORK,Â NYÂ 10003				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,875 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â (2)	03/05/2017	Common Stock	6,234	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (2)	03/05/2017	Common Stock	1,039	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (3)	03/05/2017	Common Stock	8,859	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (3)	03/05/2017	Common Stock	53,156	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (4)	03/18/2020	Common Stock	62,500	\$ 18.4	D	Â
Options to purchase common stock (right to buy)	Â (5)	05/11/2018	Common Stock	75,000	\$ 30.19	D	Â
Options to purchase common stock (right to buy)	Â (6)	07/26/2019	Common Stock	80,000	\$ 27.98	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barns Dwight C/O NIELSEN HOLDINGS N.V. 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â Pres. - Nielsen Global Client	Â

## Signatures

/s/ Harris Black, Authorized Signatory

03/08/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 15,000 restricted stock units which vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.
- (2) These options to purchase shares of common stock vest on December 31, 2013.
- (3) These options to purchase shares of common stock are currently vested and are exercisable.

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- (4) These options to purchase shares of common stock vest in three equal annual installments on March 18, 2011, 2012 and 2013.
- (5) These options to purchase shares of common stock vest in four equal annual installments on May 11, 2012, 2013, 2014 and 2015.
- (6) These options to purchase shares of common stock vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.

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.