Edgar Filing: Nielsen N.V. - Form 4

Nielsen N.V Form 4 December 1	1, 2014								PPROVAL	
FORM 4OMB APPROVALUNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB Number: 3235-0287Check this box if no longer subject to Section 16. 										
CALHOUN DAVID L Syn			2. Issuer Name and Ticker or Trading Symbol Nielsen N.V. [NLSN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mor			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2014				X Director 10% Owner Officer (give title Other (specify below) below)			
NEW YOR	(Street) 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 				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	Initial ActionInitial Action2. Transaction Date2A. DeemedGecurity(Month/Day/Year)Execution Date, ifInstr. 3)any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial		
Common Stock	12/09/2014		A	123.96 (1)	A	\$ 0	763,431.56	D		
Common Stock							484,090	Ι	By Trusts	

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

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 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
L B	Director	10% Owner	Officer	Other				
CALHOUN DAVID L C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004	Х							
Signatures								
/s/ Harris Black, authorized signatory	12/11/2014							
**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 dividend equivalent rights in connection with the Issuer's quarterly dividend and accrued to the reporting person on restricted stock units.

The securities are held by various trusts for the benefit of the reporting person and his family members as to which the reporting person or(2) his wife is the trustee. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest therein.

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.