JOYCE THOMAS M

Form 4

August 08, 2011

FORM 4

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

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per response...

Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

30(h) of the Investment Company Act of 1940

1(b).

(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. [KCG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 545 WASHIN	(First)	(Middle) ULEVARD	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2011	Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO			
	(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			
JERSEY CIT	Y, NJ 07310			Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Se	curiti	es Acquire	d, Disposed of, o	r 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. Securitie or Disposed (Instr. 3, 4	d of (I	O)	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)
Class A			Code V	Amount	(A) or (D)	Price			
Common Stock	08/08/2011		P	10,000	A	11.179 (1) (2)	450,382	D	
Class A Common Stock	07/21/2011		<u>J(3)</u>	76,061	A	\$ 0	526,443	D	
Class A Common Stock	07/21/2011		J <u>(4)</u>	150,207	A	\$ 0	676,650	D	
Class A Common	07/21/2011		J <u>(3)</u>	76,061	D	\$ 0	0	I	By Joyce Family

Edgar Filing: JOYCE THOMAS M - Form 4

Stock								2009 GRAT
Class A Common Stock	07/21/2011	<u>J(4)</u>	150,207	D	\$0	249,793	I	By Joyce Family 2009 GRAT
Restricted Stock Units (Previously Reported)						574,187	D	
Class A Common Stock (Previously Reported)						98,917	I	By Joyce Family 2009 GRAT II
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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
				Code v	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOYCE THOMAS M 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310

Chairman & CEO

Signatures

/s/ Thomas M. Joyce 08/08/2011

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 purchase of 10,000 shares in six separate transactions at prices ranging from \$11.13 to \$11.22 per share, resulting in a weighted average purchase price per share of \$11.179.
- (2) File undertakes to provide SEC, the Issuer, or security holder full information pertaining to the number of shares purchased at each separate price.
- (3) Represents distribution of shares from the Joyce Family 2009 GRAT (the "GRAT") to reporting person and termination of the GRAT, effective July 21, 2011, which did not require reporting at time of event.
- (4) Represents distribution of shares from the Joyce Family 2010 GRAT to reporting person, effective July 21, 2011, which did not require reporting at time of event.

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.

Reporting Owners 3