

Nielsen N.V.
Form 4
February 20, 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 *
Charlton Jeffrey

(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)
02/18/2015

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)

SVP & Corporate Controller

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/18/2015		M		6,234 A \$ 16		D
Common Stock	02/18/2015		S		6,234 D \$ 45.03 (1)		D
Common Stock	02/18/2015		M		1,039 A \$ 32		D
Common Stock	02/18/2015		S		1,039 D \$ 45 (2)		D
Common Stock	02/18/2015		M		2,375 A \$ 36.56		D

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Common Stock	02/18/2015	S	2,375	D	\$ <u>(3)</u>	14,748.31	D
Common Stock	02/18/2015	M	5,000	D	\$ 30.19	19,748.31	D
Common Stock	02/18/2015	S	5,000	D	\$ <u>(1)</u>	14,748.31	D
Common Stock	02/18/2015	M	3,750	D	\$ 27.98	18,498.31	D
Common Stock	02/18/2015	S	3,750	D	\$ 45 <u>(4)</u>	14,748.31	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
Options to Purchase Common Stock	\$ 16	02/18/2015		M	6,234	<u>(5)</u> 02/02/2017	Common Stock	6,234
Options to Purchase Common Stock	\$ 32	02/18/2015		M	1,039	<u>(5)</u> 02/02/2017	Common Stock	1,039
Options to Purchase	\$ 36.56	02/18/2015		M	2,375	<u>(6)</u> 09/25/2020	Common Stock	2,375

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Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (September 25, 2013).

- (7) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (May 11, 2011).
- (8) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (July 26, 2012).

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. S.

(**) Based on 110,583,480 shares of common stock outstanding as of December 14, 2014 (as reported on Bloomberg LP).

Item 1. (a)

Name of Issuer:

Cellcom Israel Ltd .

(b)

Address of Issuer's Principal Executive Offices:

10 Hagavish Street, Netanya 42140, Israel

Item 2. (a)

Name of Person Filing:

Psagot Investment House Ltd.

The securities reported herein are beneficially owned as follows:

- 2,011,290 shares (representing 1.82% of the total shares of ordinary shares outstanding) beneficially owned by portfolio accounts managed by Psagot Securities Ltd.;
- 1,820,597 shares (representing 1.65% of the total ordinary shares outstanding) beneficially owned by Psagot Exchange Traded Notes Ltd.
- 597,801 shares (representing 0.54% of the total shares of ordinary shares outstanding) beneficially owned by mutual funds managed by Psagot Mutual Funds Ltd. (of this amount, 33,700 shares may also be considered beneficially owned by Psagot Securities Ltd., but are not included in the shares beneficially owned by Psagot Securities Ltd., as indicated above);
- 1,637,695 shares (representing 1.48% of the total shares of ordinary shares outstanding) beneficially owned by provident funds and pension funds managed by Psagot Provident Funds and Pension Ltd.

(b)

Address of Principal Business Office:

Psagot Investment House Ltd. – 14 Ahad Ha'am Street, Tel Aviv 65142, Israel

(c)

Citizenship:

Psagot Investment House Ltd. – Israel

(d)

Title of Class of Securities:

Ordinary Shares, nominal value NIS 0.01 per share

(e)

CUSIP Number:

M2196U109

Item 3.

N.A.

Item 4.

Ownership:

(a) Amount beneficially owned:

See row 9 of cover page of each reporting person.

The Subsidiaries operate under independent management and make their own independent voting and investment decisions. Any economic interest or beneficial ownership in any of the securities covered by this report is held for the benefit of owners of the portfolio accounts, holders of the exchange-traded notes, or for the benefit of the members of the mutual funds, provident funds, or pension funds, as the case may be. This Statement shall not be construed as an admission by Psagot Investment House Ltd. or by any of the Subsidiaries that it is the beneficial owner of any of the securities covered by this Statement, and each of Psagot Investment House Ltd. and the Subsidiaries disclaims beneficial ownership of any such securities.

(b) Percent of class:

See row 11 of cover page of each reporting person

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See row 5 of cover page of each reporting person

(ii) Shared power to vote or to direct the vote:

See row 6 of cover page of each reporting person and note in Item 4(a) above

(iii) Sole power to dispose or to direct the disposition of:

See row 7 of cover page of each reporting person

(iv) Shared power to dispose or to direct the disposition of:

See row 8 of cover page of each reporting person and note in Item 4(a) above

Item 5.

Ownership of Five Percent or Less of a Class:

N.A.

Item 6.

Ownership of More than Five Percent on Behalf of Another:

N.A.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

N.A.

Item 8. Identification and Classification of Members of the Group:

N.A.

Item 9. Notice of Dissolution of Group:

N.A.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 22, 2014

Psagot Investment House Ltd.

/s/ Shlomo Pasha

By: Shlomo Pasha*
Title: Senior Deputy C.E.O C.F.O

/s/ Lilach Geva Harel

By: Lilach Geva Harel*
Title: Deputy C.E.O

* Signature duly authorized by resolution of the Board of Directors.

EXHIBIT NO. DESCRIPTION

Exhibit 1 Attorney's Certification dated December 22, 2014 certifying the signature authority of person(s) signing on behalf of Psagot Investment House Ltd.

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