

KNIGHT CAPITAL GROUP, INC.
 Form 4
 September 06, 2005

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 *
 LAZAROWITZ ROBERT 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)
 09/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock (Previously Reported)					1,878	D	
Class A Common Stock (Previously Reported)					1,496	I	Family

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Class A Common Stock (Previously Reported)						2,024,000	I	By LLC
Class A Common Stock	09/01/2005	<u>S⁽¹⁾</u>	15,000	D	\$ 8.5	1,811,174	I	Family LP
Class A Common Stock	09/01/2005	<u>S⁽¹⁾</u>	5,000	D	\$ 8.51	1,806,174	I	Family LP
Class A Common Stock	09/01/2005	<u>S⁽¹⁾</u>	4,800	D	\$ 8.52	1,801,374	I	Family LP
Class A Common Stock	09/01/2005	<u>S⁽¹⁾</u>	100	D	\$ 8.53	1,801,274	I	Family LP
Class A Common Stock	09/01/2005	<u>S⁽¹⁾</u>	100	D	\$ 8.54	1,801,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	10,000	D	\$ 8.5	1,791,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	5,000	D	\$ 8.51	1,786,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	2,500	D	\$ 8.52	1,783,674	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	2,500	D	\$ 8.53	1,781,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	1,500	D	\$ 8.54	1,779,674	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	500	D	\$ 8.55	1,779,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	2,000	D	\$ 8.56	1,777,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 8.57	1,776,174	I	Family LP

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAZAROWITZ ROBERT M
KNIGHT CAPITAL GROUP, INC.
545 WASHINGTON BOULEVARD
JERSEY CITY, NJ 07310

X

Signatures

/s/ Robert M.
Lazarowitz

09/06/2005

**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) Transaction executed in accordance with previously disclosed Rule 10b5-1(c) trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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