

JOYCE THOMAS M
Form 4
January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
JOYCE THOMAS 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)
KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman & CEO

(Street)
JERSEY CITY, NJ 07310

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

(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	(A) or (D)	Price
Restricted Stock Units (1) (2)	12/31/2008		A		500,000	A	\$ 15.37
Class A Common Stock (Previously Reported)					860,106	D	
Class A Common					34,695	I	By Trust for

Stock (Previously Reported)				Children
Class A Common Stock (Previously Reported)		20,853	I	By 2006 GRAT II
Restricted Class A Common Stock (Previously Reported)		316,270	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	12/31/2008		A	231,038	(3)	12/31/2012	Class A Common Stock	231,038
Restricted Stock Units	(1)	01/02/2009		A	268,962	(3)	12/31/2012	Class A Common Stock	268,962
Restricted Stock Units	(1)	01/02/2009		A	500,000	(4)	12/31/2012	Class A Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

JOYCE THOMAS M
KNIGHT CAPITAL GROUP, INC.
545 WASHINGTON BOULEVARD
JERSEY CITY, NJ 07310

Chairman & CEO

Signatures

/s/ Thomas M.
Joyce

01/05/2009

__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) Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2006 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Class A Common Stock of Knight Capital Group, Inc.
- (2) Restricted Stock Units shall vest in four equal installments on December 31, 2009, 2010, 2011 and 2012, provided that the award will not vest if the Company does not achieve positive pre-tax income in either calendar year 2009 or 2010.
- (3) The award vests when the share price for the Class A Common Stock of Knight Capital Group, Inc. has closed at or above \$25 per share for ten consecutive trading days or 15 trading days during any 20-day trading period.
- (4) The award vests when the share price for the Class A Common Stock of Knight Capital Group, Inc. has closed at or above \$30 per share for ten consecutive trading days or 15 trading days during any 20-day trading period.
- (5) Breakdown of aggregate number of derivative securities beneficially owned following reported transactions: 1,000,000 restricted stock units and 663,630 stock options.

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.