

Nielsen N.V.
Form 4
December 11, 2014

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 *
West Brian

(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)
12/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 or Price		
Common Stock	12/09/2014		A		482.14 (1)	A	\$ 0 189,113.55 D
Common Stock	12/09/2014		M		39,063	A	\$ 32 228,176.55 D
Common Stock	12/09/2014		M		31,641	A	\$ 32 259,817.55 D
Common Stock	12/09/2014		M		62,500	A	\$ 30.19 322,317.55 D
Common Stock	12/09/2014		M		37,500	A	\$ 27.98 359,817.55 D

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Common Stock 12/09/2014 S(2) 170,704 D \$ 45 189,113.55 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 (right to buy)	\$ 32	12/09/2014		M	39,063	<u>(3)</u> 03/21/2017	Common Stock	39,063
Options to Purchase Common Stock (right to buy)	\$ 32	12/09/2014		M	31,641	<u>(4)</u> 03/21/2017	Common Stock	31,641
Options to Purchase Common Stock (right to buy)	\$ 30.19	12/09/2014		M	62,500	<u>(5)</u> 05/11/2018	Common Stock	62,500
Options to Purchase Common Stock	\$ 27.98	12/09/2014		M	37,500	<u>(6)</u> 07/26/2019	Common Stock	37,500

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
West Brian C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004			Chief Operating Officer	

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.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) Represents options to purchase shares of common stock of the Issuer, of which 81% were vested at the time of Issuer's initial public offering and 19% of which vested on December 31, 2011.
- (4) Represents options to purchase shares of common stock of the Issuer which are currently vested.
- (5) Represents options to purchase shares of common stock of the Issuer, which vest ratably in four installments over 4 years beginning one year after the grant date (May 11, 2011).
- (6) 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 (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.