

KNIGHT CAPITAL GROUP, INC.  
 Form 4  
 January 31, 2007

**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 \*  
 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/29/2007

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class A Common Stock            | 01/29/2007                           |  | M                              |   | 500,000 A \$ 5.97   | 1,033,898  | D   |
| Class A Common Stock            | 01/29/2007                           |  | S(1)                           |   | 500,000 D \$ 18.157   | 533,898  | D   |
| Restricted Class A Common Stock | 01/30/2007                           |  | F                              |   | 32,756 D \$ 17.95   | 213,218  | D   |

|  |  |         |   |                             |
|--|--|---------|---|-----------------------------|
| Class A<br>Common<br>Stock                             |  | 571,852 | D |                             |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) |  | 26,445  | I | By Trust<br>for<br>Children |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) |  | 54,630  | I | By 2006<br>GRAT             |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) |  | 50,000  | I | By 2006<br>GRAT II          |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                            |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------|----------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount<br>Number<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.97  | 01/29/2007                              |   | M                                    | 500,000   | 05/30/2002   | 05/30/2007  | Class A<br>Common<br>Stock | 500,000                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chairman & CEO

## Signatures

/s/ Thomas M.  
Joyce

01/31/2007

\_\_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 Rule 10b5-1 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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