

KNIGHT CAPITAL GROUP, INC.

Form 4

August 10, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOWARD JOHN B**

(Last) (First) (Middle)

**KNIGHT CAPITAL GROUP,  
INC., 545 WASHINGTON  
BOULEVARD**

(Street)

**JERSEY CITY, NJ 07310**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**KNIGHT CAPITAL GROUP, INC.  
[NITE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/08/2007**

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)  
**Senior Managing Director & CFO**

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 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	08/08/2007		M		17,500	A	\$ 9.81 85,473 D
Class A Common Stock	08/08/2007		S		2,000	D	\$ 14 83,473 D
Class A Common Stock	08/08/2007		S		2,000	D	\$ 14.3 81,473 D

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Class A Common Stock	08/08/2007	S	18,500	D	\$ 14.45	62,973	D
Class A Common Stock	08/08/2007	S	2,485	D	\$ 14.5	60,488	D
Class A Common Stock	08/09/2007	M	34,167	A	\$ 9.81	94,655	D
Class A Common Stock	08/09/2007	S	48,167	D	\$ 13.99	46,488	D
Restricted Class A Common Stock (Previously Reported)						64,259	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 or Number of Shares
Stock Option (Right to Buy)	\$ 9.81	08/08/2007		M		17,500		01/31/2007	01/31/2015	Class A Common Stock	17,500
Stock Option (Right to Buy)	\$ 9.81	08/09/2007		M		34,167		01/31/2007	01/31/2015	Class A Common Stock	34,167

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN B KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Senior Managing Director & CFO	

## Signatures

/s/ John B.  
Howard

08/10/2007

\*\*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) Previous Form 4 filing on 08/08/07 overstated options beneficially owned by 5,000, and erroneously included beneficial ownership of 15,000 option that expired in February 2007.

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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