

KNIGHT CAPITAL GROUP, INC.  
Form 4  
August 21, 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 \*  
Smyth James P

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)  
08/17/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive Vice President

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	08/17/2007		M <sup>(1)</sup>	50,000	A	\$ 4.215	94,512	D
Class A Common Stock	08/17/2007		S <sup>(1)</sup>	25,000	A	\$ 14.16	69,512	D
Class A Common Stock	08/17/2007		S <sup>(1)</sup>	25,000	D	\$ 14.168	44,512	D

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Class A Common Stock	08/20/2007	<u>M</u> <sup>(1)</sup>	50,010	D	\$ 4.215	94,522	D
Class A Common Stock	08/20/2007	<u>S</u> <sup>(1)</sup>	5,000	D	\$ 14.54	89,522	D
Class A Common Stock	08/20/2007	<u>S</u> <sup>(1)</sup>	5,000	D	\$ 14.55	84,522	D
Class A Common Stock	08/20/2007	<u>S</u> <sup>(1)</sup>	15,000	D	\$ 14.57	69,522	D
Class A Common Stock	08/20/2007	<u>S</u> <sup>(1)</sup>	7,500	D	\$ 14.58	62,022	D
Class A Common Stock	08/20/2007	<u>S</u> <sup>(1)</sup>	17,510	D	\$ 14.6	44,512	D
Restricted Class A Common Stock (Previously Reported)						170,566	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 or Number of Shares
Stock Option	\$ 4.215	08/17/2007		<u>M</u> <sup>(1)</sup>	50,000	08/30/2005	08/30/2007	Class A Common	50,000

(Right to Buy)									Stock
Stock Option (Right to Buy)	\$ 4.215	08/20/2007		M <sup>(1)</sup>	50,010	08/30/2005	08/30/2007	Class A Common Stock	50,010

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smyth James P KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Executive Vice President	

## Signatures

/s/ James P. Smyth  
08/21/2007

\*\*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. There are no shares remaining under this plan.
- 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.