

JOYCE THOMAS M  
Form 4  
January 05, 2010

**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)

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2009

\_\_\_\_ Director  
 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Restricted Stock Units	12/31/2009		F	60,524 (1) D \$ 15.465	631,063 (2)	D	
Class A Common Stock	12/10/2009		J(3)	200,000 D \$ 0	299,779 (4)	D	
Class A Common Stock	12/10/2009		J(3)	200,000 A \$ 0	200,000	I	By Joyce Family 2009 GRAT II

Restricted Class A Common Stock (Previously Reported)	187,077	D	
Class A Common Stock (Previously Reported)	200,000	I	By Joyce Family 2009 GRAT
Class A Common Stock (Previously Reported)	34,695	I	By Trust for Children

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
JOYCE THOMAS M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD	Chairman & CEO

JERSEY CITY, NJ 07310

## Signatures

/s/ Thomas M.  
Joyce

01/05/2010

\_\_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).  
Represents shares withheld by the Company to satisfy tax withholding obligations of Mr. Joyce upon the scheduled vesting on December 31, 2009 of 125,000 restricted stock units awarded on December 31, 2008 (following satisfaction of the condition that the Company record positive pre-tax income in 2009).  
  - (1) 31, 2009 of 125,000 restricted stock units awarded on December 31, 2008 (following satisfaction of the condition that the Company record positive pre-tax income in 2009).
  - (2) Aggregate amount represents the unvested portion of two previously granted restricted stock unit awards. Out of such total, 375,000 restricted stock units awarded on December 31, 2008 are scheduled to vest in three remaining equal installments on December 31, 2010, 2011 and 2012, respectively. The remaining 256,063 restricted stock units awarded on January 31, 2009 shall vest in three equal installments on January 31, 2010, 2011 and 2012, respectively.
  - (3) Effective December 10, 2009, 200,00 shares held directly by Mr. Joyce were contributed to a 2009 grantor retained annuity trust (Joyce Family 2009 GRAT II), which did not require reporting at time of event.
  - (4) Total includes net 64,476 shares of Class A Common Stock issued to Mr. Joyce upon the vesting described in Footnote (1) above.

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.