

Nielsen N.V.
Form 4
December 11, 2014

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

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(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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/09/2014		A	Amount (1) 482.14	\$ 0	189,113.55	D
Common Stock	12/09/2014		M	39,063	\$ 32	228,176.55	D
Common Stock	12/09/2014		M	31,641	\$ 32	259,817.55	D
Common Stock	12/09/2014		M	62,500	\$ 30.19	322,317.55	D
Common Stock	12/09/2014		M	37,500	\$ 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	⁽³⁾ 03/21/2017	Common Stock	39,063
Options to Purchase Common Stock (right to buy)	\$ 32	12/09/2014		M	31,641	⁽⁴⁾ 03/21/2017	Common Stock	31,641
Options to Purchase Common Stock (right to buy)	\$ 30.19	12/09/2014		M	62,500	⁽⁵⁾ 05/11/2018	Common Stock	62,500
Options to Purchase Common Stock	\$ 27.98	12/09/2014		M	37,500	⁽⁶⁾ 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.
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