

KNIGHT CAPITAL GROUP, INC.
 Form 4
 February 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(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)
01/29/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	01/29/2009		S		\$ 18.626 (1) (3) 685,106	D	
Class A Common Stock	01/30/2009		S		\$ 18.193 (2) (3) 535,106	D	
Class A Common Stock	01/30/2009		J(4)		\$ 0 0	I	By 2006 GRAT II (4)

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Class A Common Stock	01/30/2009	J ⁽⁴⁾	20,853	A	\$ 0	555,959	D	
Restricted Class A Common Stock	01/31/2009	F	59,849	D	\$ 18.4	187,077	D	
Class A Common Stock						625,303	D	
Restricted Stock Units <u>(5)</u>	01/31/2009	A	256,063	A	\$ 18.4	756,063	D	
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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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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

Chairman & CEO

Signatures

/s/ Thomas M.
Joyce

02/02/2009

__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 the sale of 175,000 shares in one hundred sixteen separate transactions at prices ranging from \$18.28 to \$19.087 per share, resulting in a weighted average sale price per share of \$18.626.
- (2) Represents the sale of 150,000 shares in ninety separate transactions at prices ranging from \$17.84 to \$18.74 per share and one transaction at \$18.96, resulting in a weighted average sale price per share of \$18.193.
- (3) Filer undertakes to provide the SEC, the Issuer, or security holder full information pertaining to the number of shares sold at each separate price.
- (4) Represents distribution of shares from the Joyce Family GRAT II to reporting person and spouse, effective January 30, 2009, at which time the Joyce Family GRAT II was terminated.
- (5) Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2006 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Class Common Stock of the Issuer. The restricted stock units shall vest in three equal installments on January 31, 2010, 2011 and 2012, respectively.

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.