

Harbour Karel F.
Form 4
July 21, 2010

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 *
Harbour Karel F.

(Last) (First) (Middle)

C/O MF GLOBAL HOLDINGS
LTD., SUGAR QUAY, LOWER
THAMES STREET

(Street)

LONDON, X0 EC3R6DU

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MF Global Holdings Ltd. [MF]

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2010

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 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, par value \$1.00 per share	07/19/2010		M ⁽²⁾	166,667 A	\$ 0 174,024	D	
Common Stock, par value \$1.00 per share	07/19/2010		F ⁽³⁾	85,001 D	\$ 6.22 89,023	D	

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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
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	07/19/2010		M	166,667	<u>(1)</u> <u>(1)</u>	Common Stock 166,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harbour Karel F. C/O MF GLOBAL HOLDINGS LTD. SUGAR QUAY, LOWER THAMES STREET LONDON, X0 EC3R6DU	Chief Operating Officer

Signatures

/s/ James Y. Ho, by power of attorney 07/21/2010

__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).

(1) Each restricted stock unit represents a contingent right to receive one share of Common Stock and will be subject to the terms and conditions of the MF Global Holdings Ltd. Amended and Restated 2007 Long Term Incentive Plan, as amended. These restricted stock units were granted on July 18, 2007, and all vested on July 19, 2010, the first business day following the third anniversary of the grant date. Common Stock will be delivered upon vesting, except in certain limited circumstances described in the award agreement.

(2) The shares of Common Stock were acquired upon vesting of restricted stock units granted on July 18, 2007.

(3) Payment of tax liability by withholding Common Stock incident to the vesting of restricted stock units in accordance with Rule 16b-3.

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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