

KNIGHT CAPITAL GROUP, INC.  
 Form 3  
 May 14, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |   |   |  |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Schmitt Daniel F</p> <p>(Last) (First) (Middle)</p> <p>KNIGHT CAPITAL GROUP, INC.,Â 545 WASHINGTON BOULEVARD</p> <p>(Street)</p> <p>JERSEY CITY,Â NJÂ 07310</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/09/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KNIGHT CAPITAL GROUP, INC. [KCG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |   |  |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |   |   |   |  |
|---|---|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|---|---|---|---|--|

|                        |       |       |                            |        |        |                                  |   |
|------------------------|-------|-------|----------------------------|--------|--------|----------------------------------|---|
|                        |       |       |                            | Shares |        | or Indirect<br>(1)<br>(Instr. 5) |   |
| Restricted Stock Units | Â (2) | Â (2) | Class A<br>Common<br>Stock | 7,771  | \$ (1) | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Schmitt Daniel F<br>KNIGHT CAPITAL GROUP, INC.<br>545 WASHINGTON BOULEVARD<br>JERSEY CITY, NJ 07310 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Daniel F.  
Schmitt

05/14/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2010 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of Knight Capital Group, Inc.
- (2) The restricted stock units vest on May 9, 2016 or upon earlier retirement and will be settled upon vesting.

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.