

JOYCE THOMAS M  
Form 4  
November 18, 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.  
[KCG]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman & CEO

(Last) (First) (Middle)

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman & CEO

(Street)

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

JERSEY CITY, NJ 07310

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Class A Common Stock            | 06/15/2010                           |  | J <sup>(1)</sup>               | 400,000 D \$ 0  | 41,759  | D  |   |
| Class A Common Stock            | 06/15/2010                           |  | J <sup>(1)</sup>               | 400,000 A \$ 0  | 400,000   | I  | By Joyce Family 2010 GRAT                             |
| Class A Common Stock            | 08/20/2010                           |  | J <sup>(2)</sup>               | 123,939 D \$ 0  | 76,061  | I  | By Joyce Family 2009                                  |

GRAT

|  |            |                         |         |   |                            |         |   |                                       |
|--|------------|-------------------------|---------|---|----------------------------|---------|---|---------------------------------------|
| Class A<br>Common<br>Stock   | 08/20/2010 | <u>J</u> <sup>(2)</sup> | 123,939 | A | \$ 0                       | 165,698 | D |                                       |
| Class A<br>Common<br>Stock   | 11/16/2010 | M                       | 50,000  | A | \$ 9.84                    | 215,698 | D |                                       |
| Class A<br>Common<br>Stock   | 11/16/2010 | <u>S</u> <sup>(3)</sup> | 50,000  | D | \$<br>13.844<br><u>(4)</u> | 165,698 | D |                                       |
| Class A<br>Common<br>Stock   | 11/17/2010 | M                       | 50,000  | A | \$ 9.84                    | 215,698 | D |                                       |
| Class A<br>Common<br>Stock   | 11/17/2010 | <u>S</u> <sup>(3)</sup> | 50,000  | D | \$<br>13.527<br><u>(5)</u> | 165,698 | D |                                       |
| Restricted<br>Stock Units<br>(Previously<br>Reported)                |            |                         |         |   |                            | 711,145 | D |                                       |
| Restricted<br>Class A<br>Common<br>Stock<br>(Previously<br>Reported) |            |                         |         |   |                            | 57,884  | D |                                       |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported)               |            |                         |         |   |                            | 200,000 | I | By Joyce<br>Family<br>2009<br>GRAT II |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported)               |            |                         |         |   |                            | 34,695  | I | By Trust<br>for<br>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)

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| 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) | Amount or Number of Shares |                      |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------|--------|
|  |  |                                      |  | Date Exercisable               | Expiration Date   | Title  |   |                            |                      |        |
|  |  |                                      |  | Code                           | V   | (A)  | (D)   |                            |                      |        |
| Stock Option (Right to Buy)                | \$ 9.84  | 11/16/2010                           |  | M                              |   | 50,000   | 01/01/2009  | 01/01/2011                 | Class A Common Stock | 50,000 |
| Stock Option (Right to Buy)                | \$ 9.84  | 11/17/2010                           |  | M                              |   | 50,000   | 01/01/2009  | 01/01/2011                 | Class A Common Stock | 50,000 |

## Reporting Owners

### Reporting Owner Name / Address

JOYCE THOMAS M  
KNIGHT CAPITAL GROUP, INC.  
545 WASHINGTON BOULEVARD  
JERSEY CITY, NJ 07310

### Relationships

Director    10% Owner    Officer    Other

Chairman & CEO

## Signatures

/s/ Thomas M. Joyce                      11/18/2010

\_\_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) Effective June 15, 2010, 400,000 shares held directly by reporting person were contributed to a 2010 grantor retained annuity trust (Joyce Family 2010 GRAT), which did not require reporting at time of event.
  - (2) Represents distribution of shares from the Joyce Family 2009 GRAT to reporting person, effective August 20, 2010. Such transaction did not require reporting at time of event.
  - (3) Transactions executed in accordance with a previously established Rule 10b5-1 trading plan. Stock options exercised were previously reported and have an expiration date of January 1, 2011.
  - (4) Represents the sale of 50,000 shares in 15 separate transactions at prices ranging from \$13.79 to \$13.95 per share, resulting in a weighted average sale price per share of \$13.844. Reporting person undertakes to provide the SEC, the Issuer, or security holder full information pertaining to the number of shares sold at each separate price.
  - (5)

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Represents the sale of 50,000 shares in 15 separate transactions at prices ranging from \$13.46 to \$13.73 per share, resulting in a weighted average sale price per share of \$13.527. Reporting person undertakes to provide the SEC, the Issuer, or security holder full information pertaining to the number of shares sold at each separate price.

- (6) Breakdown of aggregate number of derivative securities beneficially owned following reported transactions (which have different exercise and expiration dates): 563,630 options and 1,000,000 restricted stock units ("RSUs"). As previously reported, the RSUs reported in Table II of this filing vest based upon the stock price of the Issuer's Class A Common Stock reaching certain specified levels.

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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