

JOYCE THOMAS M  
Form 4  
February 04, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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.  
[NITE]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 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)  
01/31/2008

(Street)  
JERSEY CITY, NJ 07310

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Restricted Class A Common Stock | 01/31/2008                           |  | F                              |   | 82,415 D \$ 16.635  | 142,618  | D  |
| Class A Common Stock            |                                      |  |                                |   |   | 785,554  | D  |
| Restricted Class A Common       | 01/31/2008                           |  | A                              |   | 173,652 A \$ 16.93  | 316,270  | D  |
|                                 |                                      |  |                                |   | (1)   |  |  |

Stock

|  |        |   |                             |
|--|--------|---|-----------------------------|
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) | 26,445 | I | By Trust<br>for<br>Children |
|--|--------|---|-----------------------------|

|  |        |   |                 |
|--|--------|---|-----------------|
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) | 33,655 | I | By 2006<br>GRAT |
|--|--------|---|-----------------|

|  |        |   |                    |
|--|--------|---|--------------------|
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) | 50,000 | I | By 2006<br>GRAT II |
|--|--------|---|--------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.** 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | 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<br>KNIGHT CAPITAL GROUP, INC. | X             |           | Chairman & CEO |       |

545 WASHINGTON BOULEVARD  
JERSEY CITY, NJ 07310

## Signatures

/s/ Thomas M.  
Joyce

02/04/2008

    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).

Issued pursuant to Issuer's 2006 Equity Incentive Plan. Restrictions lapse pursuant to following schedule: 33 1/3% of stock restrictions

- (1) lapse as of the first anniversary of the date acquired; 66 2/3% of the stock restrictions lapse as of the second anniversary of the date acquired; and 100% lapse as of the third anniversary of the date acquired.

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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