KNIGHT CAPITAL GROUP, INC.

Form 4

August 21, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

10% Owner

Other (specify

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Smyth James P Issuer Symbol KNIGHT CAPITAL GROUP, INC. (Check all applicable) [NITE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title (Month/Day/Year) below) KNIGHT CAPITAL GROUP, 08/17/2007 **Executive Vice President INC., 545 WASHINGTON BOULEVARD** (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

JERSEY CITY, NJ 07310

(State)

(Zin)

(City)

(City)	(State) (2	Table	I - Non-De	erivative Se	ecuriti	ies Acquire	d, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of (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)
Class A Common Stock	08/17/2007		Code V M(1)	Amount 50,000	(D)	Price \$ 4.215		D	
Class A Common Stock	08/17/2007		S <u>(1)</u>	25,000	A	\$ 14.16	69,512	D	
Class A Common Stock	08/17/2007		S <u>(1)</u>	25,000	D	\$ 14.168	44,512	D	

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Class A Common Stock	08/20/2007	M <u>(1)</u>	50,010	D	\$ 4.215	94,522	D
Class A Common Stock	08/20/2007	S <u>(1)</u>	5,000	D	\$ 14.54	89,522	D
Class A Common Stock	08/20/2007	S <u>(1)</u>	5,000	D	\$ 14.55	84,522	D
Class A Common Stock	08/20/2007	S <u>(1)</u>	15,000	D	\$ 14.57	69,522	D
Class A Common Stock	08/20/2007	S <u>(1)</u>	7,500	D	\$ 14.58	62,022	D
Class A Common Stock	08/20/2007	S <u>(1)</u>	17,510	D	\$ 14.6	44,512	D
Restricted Class A Common Stock (Previously Reported)						170,566	D

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	of 6. Date	Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	TransactionDerivative			te	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
										Amount
						Date		Expiration	m: 1	or
						Exercis	able	Date	Title	Number
				Code V	(A) (D)				of Shares
Stock	\$ 4.215	08/17/2007		$M_{(1)}$	50,0	00 08/30/	2005	08/30/2007	Class A	50,000
Option	, ,			_					Common	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

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(Right to Stock

Buy)

Stock
Option
Class A

Option (Right to Stock $M_{\underline{0}}^{(1)}$ \$4.215 08/20/2007 $M_{\underline{0}}^{(1)}$ 50,010 08/30/2005 08/30/2007 Common 50,010 Stock

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smyth James P

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

Executive Vice President

Signatures

/s/ James P. 08/21/2007 Smyth

**Signature of Date
Reporting Person

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) Transaction executed in accordance with Rule 10b5-1 trading plan. There are no shares remaining under this plan.

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.

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