

LAZAROWITZ ROBERT M
Form 4
October 08, 2009

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 *
LAZAROWITZ ROBERT 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)

(Last) (First) (Middle)

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2009

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Director

(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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	10/06/2009		M		16,000	A	\$ 16.43
Class A Common Stock	10/06/2009		M		8,000	A	\$ 6.135
Class A Common Stock	10/06/2009		M		7,000	A	\$ 4.565

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Class A Common Stock	10/06/2009		M	15,000	A	\$ 6.06	47,878	D		
Class A Common Stock	10/06/2009		S	46,000	D	\$ 21.37 <u>(1) (2)</u>	1,878	D		
Class A Common Stock	10/07/2009		M	15,000	A	\$ 11.07	16,878	D		
Class A Common Stock	10/07/2009		M	15,000	A	\$ 7.98	31,878	D		
Class A Common Stock	10/07/2009		S	30,000	D	\$ 21.75 <u>(2) (3)</u>	1,878	D		
Class A Common Stock (Previously Reported)							1,400 <u>(4)</u>	I		Family
Class A Common Stock (Previously Reported)							81,206	I		Family Trust
Class A Common Stock (Previously Reported)							2,014,000	I		LLC

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.43	10/06/2009	M				05/17/2005	05/17/2011	Class A Common Stock	16,000
Stock Option (Right to Buy)	\$ 6.135	10/06/2009	M				05/23/2006	05/23/2012	Class A Common Stock	8,000
Stock Option (Right to Buy)	\$ 4.565	10/06/2009	M				07/26/2006	07/26/2012	Class A Common Stock	7,000
Stock Option (Right to Buy)	\$ 6.06	10/06/2009	M				05/15/2007	05/15/2013	Class A Common Stock	15,000
Stock Option (Right to Buy)	\$ 11.07	10/07/2009	M				05/13/2008	05/13/2014	Class A Common Stock	15,000
Stock Option (Right to Buy)	\$ 7.98	10/07/2009	M				05/12/2008	05/12/2015	Class A Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAZAROWITZ ROBERT M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310				Former Director

Signatures

/s/ Robert M.
Lazarowitz

10/08/2009

**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) Represents the sale (after the exercise of options) of 46,000 shares in 30 separate transactions at prices ranging from \$21.06 to \$21.58 per share, resulting in a weighted average sale price per share of \$21.37.
- (2) 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.
- (3) Represents the sale (after the exercise of options) of 30,000 shares in five separate transactions at prices ranging from \$21.72 to \$21.78 per share, resulting in a weighted average sale price per share of \$21.75.
- (4) Represents shares previously held for the benefit of minors which are no longer attributable to the reporting person that will not be reported in future filings.
- (5) Aggregate amount represents previously granted stock option awards with different exercise prices, and exercisable and expiration dates.

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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