

KNIGHT CAPITAL GROUP, INC.  
Form 3  
November 14, 2011

**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 Mazzella Joseph</p> <p>(Last) (First) (Middle)</p> <p>KNIGHT CAPITAL GROUP INC.,Â 545 WASHINGTON BLVD.</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>11/01/2011</p>	<p>3. Issuer Name <b>and</b> 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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Managing Director</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>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	37,232	D	Â
Restricted Stock Units	81,481 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
			Title			
Stock Option (Right to Buy)	Â (2)	Â (2)	Class A Common Stock	57,920	\$ (2)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazzella Joseph KNIGHT CAPITAL GROUP INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310	Â	Â	Â Managing Director	Â

## Signatures

/s/ Joseph Mazzella 11/14/2011

\*\*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) Restrictions lapse pursuant to the following schedule: 39,678 on 01/31/2012; 25,910 on 01/31/2013; and 15,893 on 01/31/2014.  
27,920 vested options with an exercise price of \$11.60 and an expiration date of 09/23/2013; 10,000 vested options with an exercise price of \$15.84 and an expiration date of 01/31/2020; 10,000 unvested options with a vesting date of 01/31/2012, exercise price of \$15.84 and an expiration date of 01/31/2020; and 10,000 unvested options with a vesting date 01/31/2013, exercise price of \$15.84 and an expiration date 01/31/2020.
- (2)

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.