

KNIGHT CAPITAL GROUP, INC.  
Form 4  
September 17, 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 \*  
Katcher Gary

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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/16/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

(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 Ownership (Instr. 4) |            |           |       |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|-----------|-------|-----------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price      |           |       |                 |
| Class A Common Stock            | 09/16/2009                           |  | J                              |   | 1,572,097   | A  |  | \$ 21.2031 | 2,554,762 | I (6) | Holding Company |
|                                 |                                      |  |                                |   | (1) (2) (4)   |  |  | (3)        | (4) (5)   |       |                 |
| Class A Common Stock            |                                      |  |                                |   |   |  |  |            | 250,380   | I (7) | Holding Company |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Katcher Gary<br>KNIGHT CAPITAL GROUP, INC.<br>545 WASHINGTON BOULEVARD<br>JERSEY CITY, NJ 07310 |               |           | Executive Vice President |       |

## Signatures

/s/ Gary Katcher 09/17/2009

\*\*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).
- Represents shares issuable by the issuer to New Libertas Holdings LLC ("New Libertas") for which GK Partners LLC ("GK Partners"), 100% owned by the reporting person, is the controlling member. The right to receive these shares became irrevocable upon the closing of the transactions contemplated by the Purchase Agreement (as defined below) on July 11, 2008, subject only to satisfying relevant
- (1) performance targets. The shares are issuable to New Libertas pursuant to the terms of the purchase agreement, dated May 5, 2008, relating to the acquisition of Libertas Holdings LLC (the "Purchase Agreement"), based on the performance of Knight Libertas Holdings LLC during the one year period after the closing of the transaction and the achievement of the first year performance targets. (Continue in footnote 2)
  - (2) As a result, New Libertas is entitled to receive approximately \$33 million in unregistered common stock of the issuer, of which 50% of such shares will be delivered to New Libertas on or about July 12, 2010 and the remaining 50% will be delivered to New Libertas on or about July 12, 2011.
  - (3)

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As required by the Purchase Agreement, the price was determined based on the volume-weighted average price of the common stock over the five trading days immediately preceding the measurement date.

- (4) Reporting person disclaims beneficial ownership over shares held by New Libertas, except to the extent of his pecuniary interest therein through his ownership of GK Partners.
- (5) From time to time, New Libertas may distribute shares of issuer's stock held by it to its members.
- (6) Shares owned by New Libertas for which GK Partners, 100% owned by the reporting person, is the controlling member.
- (7) Shares owned by GK Partners which is 100% owned by the reporting person.

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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