

KNIGHT CAPITAL GROUP, INC.  
 Form 4  
 February 01, 2007

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock (Previously Reported)					26,445	I	By Trust for Children
Class A Common Stock (Previously Reported)					54,630	I	By 2006 GRAT

Class A Common Stock (Previously Reported)						50,000	I	By 2006 GRAT II
Restricted Class A Common Stock	01/31/2007		A	213,928 (1)	A	\$ 17.95	427,146	D
Restricted Class A Common Stock	01/31/2007		F	49,386	D	\$ 17.97	320,537	D
Class A Common Stock							629,075	D

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 17.97	01/31/2007		A	220,820	01/31/2010 <sup>(2)</sup>	01/31/2017	Class A Common Stock	220,820

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOYCE THOMAS M KNIGHT CAPITAL GROUP, INC.	X		Chairman & CEO	

545 WASHINGTON BOULEVARD  
JERSEY CITY, NJ 07310

## Signatures

/s/ Thomas M.  
Joyce

02/01/2007

  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 the 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.

Issued pursuant to Issuer's 2006 Equity Incentive Plan. Restrictions lapse pursuant to following schedule: 33 1/3% of the stock restrictions  
(2) 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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