Corzine Jon S. Form 4 May 24, 2011

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * Corzine Jon S.

(First)

(Middle)

C/O MF GLOBAL HOLDINGS LTD., 717 FIFTH AVE, 9TH **FLOOR**

(Street)

NEW YORK, NY 10022

2. Issuer Name and Ticker or Trading Symbol

MF Global Holdings Ltd. [MF]

3. Date of Earliest Transaction (Month/Day/Year) 05/20/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

(State) (Zip) (City) 1. Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Code V Amount (D) Price

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

Title and Amount of **Underlying Securities**

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

CEO & Chairman of Board

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(I)

(Instr. 4)

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

_X__ Director

Applicable Line)

X_ Officer (give title

Number:

response... 0.5

> 10% Owner Other (specify

> > 7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities (Mor Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Stock Options (right to buy) (1)	\$ 7.45	05/20/2011		A		1,000,000		<u>(1)</u>	05/20/2021	Common Stock	1,000,0	
Stock Options (right to buy) (2)	\$ 8.45	05/20/2011		A		600,000		<u>(2)</u>	05/20/2021	Common Stock	600,0	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Funder, Funders	Director	10% Owner	Officer	Other		
Corzine Jon S. C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVE, 9TH FLOOR NEW YORK, NY 10022	X		CEO & Chairman of Board			

Signatures

/s/ James Ho, by power of attorney

**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).
 - Each stock option represents the right to purchase one share of common stock, par value \$1.00 per share, of MF Global Holdings Ltd. (each, a share of "Common Stock"). The stock options are subject to the terms and conditions of the MF Global Holdings Ltd. 2007
- (1) Amended and Restated Long Term Incentive Plan, as amended (the "MF Global 2007 LTIP"). One-third of the share options will vest on each of the first, second and third anniversaries of the grant date (becoming fully vested on the third anniversary of the grant date). Each stock option becomes exercisable upon vesting.
- Each stock option represents the right to purchase one share of Common Stock. The stock options are subject to the terms and conditions of the MF Global 2007 LTIP. One-third of the share options will vest on each of the second, third and fourth anniversaries of the grant date (becoming fully vested on the fourth anniversary of the grant date). Each stock option becomes exercisable upon vesting.

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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