

West Brian  
Form 4  
February 28, 2012

**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  
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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
West Brian

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Nielsen Holdings N.V. [NLSN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>stock                       | 02/24/2012                              |                                                             | M                                    |                                                                            | 11,719                                                                                                             | A                                                                    | \$ 16 90,844                                                      |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)               | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                           | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|-------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------|---------------------------------------------------------------------|----------------------------------|
|                                                                   |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration Date           | Title                                                               | Amount of<br>Number of<br>Shares |
| Options<br>to<br>purchase<br>common<br>stock<br>(right to<br>buy) | \$ 16                                                              | 02/24/2012                              |                                                             | M                                    | 11,719                                                                                                       | <u>(1)</u>                                                     | 03/21/2017 <sup>(2)</sup> | Common<br>Stock                                                     | 11,719                           |
| Options<br>to<br>purchase<br>common<br>stock<br>(right to<br>buy) | \$ 16                                                              |                                         |                                                             |                                      |                                                                                                              | <u>(3)</u>                                                     | 03/21/2017 <sup>(2)</sup> | Common<br>Stock                                                     | 234,37                           |

## Reporting Owners

| Reporting Owner Name / Address                   | Relationships                    |
|--------------------------------------------------|----------------------------------|
|                                                  | Director 10% Owner Officer Other |
| West Brian<br>770 BROADWAY<br>NEW YORK, NY 10003 | Chief Financial Officer          |

## Signatures

Harris Black, as authorized  
signatory

02/28/2012

                     \*\*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 options to purchase common stock of the Issuer, of which 44,531 options will vest on each of December 31, 2012 and 2013, and of which the remainder is fully vested. These options were originally reported on the Reporting Person's Form 3, filed on January 25, 2011.
- (2) The expiration date of these options was originally incorrectly reported as February 2, 2017.
- (3) Represents options to purchase common stock which are currently vested. These options were originally reported on the Reporting Person's Form 3, filed on January 25, 2011.

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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