

JOYCE THOMAS M  
Form 4  
January 03, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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.  
[KCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman & CEO

(Street)  
JERSEY CITY, NJ 07310

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

(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)
Restricted Stock Units	12/31/2012		F	V Amount 57,772 (1)	(D) Price \$ 3.49	342,788	D
Class A Common Stock					1,008,126 (2)	D	
Class A Common Stock					0 (3)	I	By Joyce Family 2010 GRAT

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Class A Common Stock	0 <sup>(4)</sup>	I	By Joyce Family 2009 GRAT II
Class A Common Stock	250,000 <sup>(5)</sup>	I	By Joyce Family 2012 GRAT
Class A Common Stock (Previously Reported)	34,695	I	By Trust for Children

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

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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)

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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				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
JOYCE THOMAS M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Chairman & CEO	

## Signatures

/s/ Thomas M.  
Joyce

01/03/2013

\_\_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 shares withheld by the Company to satisfy tax withholding obligations of reporting person upon the vesting on December 31, 2012 of 125,000 restricted stock units previously awarded on December 31, 2008.
- (2) Total includes net 67,228 shares of Class A Common Stock issued to reporting person upon the vesting described in Footnote (1).  
Represents(i) reversal of erroneously reported distribution of 129,081 shares from the Joyce Family 2010 GRAT (the "2010 GRAT") to reporting person, effective January 30, 2012, and (ii) distribution of 249,743 shares from the 2010 GRAT to reporting person, effective August 29, 2012, at which time the 2010 GRAT was terminated. None of the transactions required reporting at the time of each event.
- (3) Represents the distribution of 98,917 shares from the Joyce Family 2009 GRAT II to reporting person, effective February 13, 2012, at which time the Joyce Family 2009 GRAT II was terminated. The transaction did not require reporting at the time of event.
- (4) Represents the distribution of 98,917 shares from the Joyce Family 2009 GRAT II to reporting person, effective February 13, 2012, at which time the Joyce Family 2009 GRAT II was terminated. The transaction did not require reporting at the time of event.
- (5) Effective February 17, 2012, 250,000 shares held directly by reporting person were contributed to a 2012 grantor retained annuity trust (Joyce Family 2012 GRAT), which did not require reporting at the time of event.

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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