

CUMINALE JAMES W
Form 5
January 23, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CUMINALE JAMES W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Legal Officer

(Last) (First) (Middle)

770 BROADWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

6. Individual or Joint/Group Reporting
(check applicable line)

NEW YORK, NY 10003

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | 06/06/2011 | Â | G5 ⁽¹⁾ | 4,432 | D | \$ 0 | 27,708 ⁽⁴⁾ | I | By GRATs ⁽²⁾ |
| Common Stock | 06/06/2011 | Â | G5 ⁽¹⁾ | 4,432 | A | \$ 0 | 4,432 | I | By Trust ⁽³⁾ |
| Common Stock | 06/01/2012 | Â | G ⁽¹⁾ | 7,908 | D | \$ 0 | 19,800 ⁽⁴⁾ | I | By GRATs ⁽²⁾ |
| Common Stock | 06/01/2012 | Â | G ⁽¹⁾ | 7,908 | A | \$ 0 | 12,340 | I | By Trust ⁽³⁾ |
| | Â | Â | Â | Â | Â | Â | 165,360 ⁽⁴⁾ | D | Â |

Common
Stock

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable (A) Expiration Date (D) | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CUMINALE JAMES W 770 BROADWAY NEW YORK, NY 10003 | Â | Â | Â Chief Legal Officer | Â |

Signatures

/s/ Harris Black, authorized signatory

01/23/2013

**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 the transfer of securities from a terminating grantor retained annuity trust to a trust for which the Reporting Person's wife is the sole trustee and beneficiary.
- (2) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant.
- (3) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary.
- (4) Reflects annuity payments of an aggregate of 21,096 shares of common stock on June 6, 2011 and annuity payments of an aggregate of 9,264 shares of common stock on June 1, 2012 from the grantor retained annuity trusts to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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