

KNIGHT CAPITAL GROUP, INC.  
Form 4  
September 06, 2005

**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 \*  
LAZAROWITZ ROBERT 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)  
09/01/2005

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Class A Common Stock (Previously Reported) |                                      |  |                                |   | 1,878   | D  |  |
| Class A Common Stock (Previously Reported) |                                      |  |                                |   | 1,496   | I  | Family                                     |

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|  |            |                        |        |   |            |           |   |           |
|--|------------|------------------------|--------|---|------------|-----------|---|-----------|
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) |            |                        |        |   |            | 2,024,000 | I | By LLC    |
| Class A<br>Common<br>Stock                             | 09/01/2005 | <u>S<sup>(1)</sup></u> | 15,000 | D | \$ 8.5     | 1,811,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/01/2005 | <u>S<sup>(1)</sup></u> | 5,000  | D | \$<br>8.51 | 1,806,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/01/2005 | <u>S<sup>(1)</sup></u> | 4,800  | D | \$<br>8.52 | 1,801,374 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/01/2005 | <u>S<sup>(1)</sup></u> | 100    | D | \$<br>8.53 | 1,801,274 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/01/2005 | <u>S<sup>(1)</sup></u> | 100    | D | \$<br>8.54 | 1,801,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 10,000 | D | \$ 8.5     | 1,791,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 5,000  | D | \$<br>8.51 | 1,786,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 2,500  | D | \$<br>8.52 | 1,783,674 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 2,500  | D | \$<br>8.53 | 1,781,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 1,500  | D | \$<br>8.54 | 1,779,674 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 500    | D | \$<br>8.55 | 1,779,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 2,000  | D | \$<br>8.56 | 1,777,174 | I | Family LP |
| Class A<br>Common<br>Stock                             | 09/02/2005 | <u>S<sup>(1)</sup></u> | 1,000  | D | \$<br>8.57 | 1,776,174 | I | Family LP |

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| LAZAROWITZ ROBERT M<br>KNIGHT CAPITAL GROUP, INC.<br>545 WASHINGTON BOULEVARD<br>JERSEY CITY, NJ 07310 |               | X         |         |       |

### Signatures

/s/ Robert M. Lazarowitz 09/06/2005  
 \*\*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) Transaction executed in accordance with previously disclosed Rule 10b5-1(c) trading plan.

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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