

KNIGHT CAPITAL GROUP, INC.  
 Form 4  
 July 18, 2008

**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.  
 [NITE]

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)  
 07/17/2008

\_\_\_\_ 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Class A Common Stock                       | 07/17/2008                           |  | P                              |   | 10,000  | A  | \$ 14.286<br><u>(1) (2)</u>                |
| Class A Common Stock (Previously Reported) |                                      |  |                                |   | 34,695  | I  | By Trust for Children                      |
| Class A Common                             |                                      |  |                                |   | 20,853  | I  | By 2006 GRAT II                            |

Stock  
(Previously  
Reported)  
  
Restricted  
Class A  
Common  
Stock  
(Previously  
Reported)

316,270 D

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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<br>KNIGHT CAPITAL GROUP, INC.<br>545 WASHINGTON BOULEVARD<br>JERSEY CITY, NJ 07310 |               |           | Chairman & CEO |       |

## Signatures

/s/ Thomas M. Joyce                      07/18/2008

\*\*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).

Amount reported is average purchase price occurring within one dollar price range. Price breakdown: 200 shares at \$13.80; 100 shares at \$13.90; 100 shares at \$13.95; 100 shares at \$14.03; 100 shares at \$14.02; 100 shares at \$14.11; 100 shares at \$14.10; 100 shares at \$14.13; 200 shares at \$14.20; 100 shares at \$14.09; 200 shares at \$14.21; 843 shares at \$14.42; 157 shares at \$14.43; 100 shares at \$14.46; 200 shares at \$14.25; 700 shares at \$14.37; 300 shares at \$14.34; 200 shares at \$14.45; 400 shares at \$14.38; 300 shares at \$14.39; 100 shares at \$14.48; 300 shares at \$14.44; 200 shares at \$14.47; 200 shares at \$14.31; 100 shares at \$14.40; 200 shares at \$14.36; 200 shares at \$14.33; 800 shares at \$14.27; 500 shares at \$14.26; 100 shares at \$14.2375; 100 shares at \$14.19; 700 shares at \$14.30; 300 shares at \$14.29; 200 shares at \$14.28; 300 shares at \$14.23; 800 shares at \$14.22; and 300 shares at \$14.17.

(1) \$14.46; 200 shares at \$14.25; 700 shares at \$14.37; 300 shares at \$14.34; 200 shares at \$14.45; 400 shares at \$14.38; 300 shares at \$14.39; 100 shares at \$14.48; 300 shares at \$14.44; 200 shares at \$14.47; 200 shares at \$14.31; 100 shares at \$14.40; 200 shares at \$14.36; 200 shares at \$14.33; 800 shares at \$14.27; 500 shares at \$14.26; 100 shares at \$14.2375; 100 shares at \$14.19; 700 shares at \$14.30; 300 shares at \$14.29; 200 shares at \$14.28; 300 shares at \$14.23; 800 shares at \$14.22; and 300 shares at \$14.17.

(2) Filer undertakes to provide to the SEC, the Issuer, or a security holder full information pertaining to the number of shares purchased at each separate price.

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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