

JOYCE THOMAS M  
Form 4  
August 08, 2011

**FORM 4**

**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).

**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)  
545 WASHINGTON BOULEVARD  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/08/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chairman & CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/08/2011		P		10,000	A	\$ 11.179 (1) (2)
Class A Common Stock	07/21/2011		J <sup>(3)</sup>		76,061	A	\$ 0 526,443
Class A Common Stock	07/21/2011		J <sup>(4)</sup>		150,207	A	\$ 0 676,650
Class A Common	07/21/2011		J <sup>(3)</sup>		76,061	D	\$ 0 0
						I	By Joyce Family

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Stock									2009 GRAT
Class A Common Stock	07/21/2011		J <sup>(4)</sup>	150,207	D	\$ 0	249,793	I	By Joyce Family 2009 GRAT
Restricted Stock Units (Previously Reported)							574,187	D	
Class A Common Stock (Previously Reported)							98,917	I	By Joyce Family 2009 GRAT II
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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(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 Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOYCE THOMAS M 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Chairman & CEO	

## Signatures

/s/ Thomas M.  
Joyce

08/08/2011

      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 purchase of 10,000 shares in six separate transactions at prices ranging from \$11.13 to \$11.22 per share, resulting in a weighted average purchase price per share of \$11.179.
  - (2) File undertakes to provide SEC, the Issuer, or security holder full information pertaining to the number of shares purchased at each separate price.
  - (3) Represents distribution of shares from the Joyce Family 2009 GRAT (the "GRAT") to reporting person and termination of the GRAT, effective July 21, 2011, which did not require reporting at time of event.
  - (4) Represents distribution of shares from the Joyce Family 2010 GRAT to reporting person, effective July 21, 2011, which did not require reporting at 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.