

Charlton Jeffrey  
Form 3  
January 25, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Charlton Jeffrey  
(Last) (First) (Middle)

770 BROADWAY  
(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/25/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
SVP & Corporate Controller

5. 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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

15,625

D

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â (1)	02/02/2017	Common Stock	32,813	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (2)	02/02/2017	Common Stock	26,578	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (1)	02/02/2017	Common Stock	5,469	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (3)	02/02/2017	Common Stock	4,429	\$ 32	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Charlton Jeffrey 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â SVP & Corporate Controller	Â

## Signatures

/s/ Harris Black, authorized signatory 01/25/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 options to purchase shares of common stock of the Issuer, of which 81% are vested and the remaining 19% will vest on December 31, 2011.

(2) Represents options to purchase shares of common stock of the Issuer, of which 1,641 vested on the grant date (December 31, 2006), 6,234 vested on December 31, 2007 and 6,234 vested on December 31, 2009. An additional 6,235 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 6,234 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

(3) Represents options to purchase shares of common stock of the Issuer, of which 273 vested on the grant date (December 31, 2006), 1,039 vested on December 31, 2007 and 1,039 vested on December 31, 2009. An additional 1,039 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 1,039 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

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### Remarks:

Exhibit List:Â Exhibit 24 -Â Confirming Statement

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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