Nielsen N.V. Form 4 December 11, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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(b).

STREET

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * West Brian

C/O NIELSEN N.V., 85 BROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

Nielsen N.V. [NLSN]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

12/09/2014

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

Chief Operating Officer 6. Individual or Joint/Group Filing(Check

X_ Officer (give title

Director

Issuer

below)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

_ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

NEW YORK, NY 10004

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly 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) tiomr Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/09/2014		A	482.14 (1)	A	\$0	189,113.55	D	
Common Stock	12/09/2014		M	39,063	A	\$ 32	228,176.55	D	
Common Stock	12/09/2014		M	31,641	A	\$ 32	259,817.55	D	
Common Srock	12/09/2014		M	62,500	A	\$ 30.19	322,317.55	D	
Common Stock	12/09/2014		M	37,500	A	\$ 27.98	359,817.55	D	

Edgar Filing: Nielsen N.V. - Form 4

Common Stock

12/09/2014

 $S^{(2)}$

170,704 D

\$ 45

189,113.55

D

SEC 1474 (9-02)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) Acquired or Dispose (D)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 32	12/09/2014		M	39,063	(3)	03/21/2017	Common Stock	39,063
Options to Purchase Common Stock (right to buy)	\$ 32	12/09/2014		M	31,641	(4)	03/21/2017	Common Stock	31,641
Options to Purchase Common Stock (right to buy)	\$ 30.19	12/09/2014		M	62,500	<u>(5)</u>	05/11/2018	Common Stock	62,500
Options to Purchase Common Stock	\$ 27.98	12/09/2014		M	37,500	<u>(6)</u>	07/26/2019	Common Stock	37,500

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

West Brian C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004

Chief Operating Officer

Signatures

/s/ Harris Black, authorized signatory

12/11/2014

Date

**Signature of Reporting Person

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 dividend equivalent rights in connection with the Issuer's quarterly dividend and accrued to the reporting person on restricted stock units.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) Represents options to purchase shares of common stock of the Issuer, of which 81% were vested at the time of Issuer's initial public offering and 19% of which vested on December 31, 2011.
- (4) Represents options to purchase shares of common stock of the Issuer which are currently vested.
- (5) Represents options to purchase shares of common stock of the Issuer, which vest ratably in four installments over 4 years beginning one year afte the grant dae (May 11, 2011).
- (6) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (July 26, 2012).

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.

Reporting Owners 3