TERUEL JAVIER G Form 4 May 03, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TERUEL JAVIER G Issuer Symbol Nielsen Holdings plc [NLSN] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify C/O J.C.PENNEY COMPANY, 05/01/2018 below) INC., 6501 LEGACY DRIVE 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

PLANO, TX 75024

(State)

(Zip)

(City)

(City)	(State)	Tab.	le I - Non-I	Derivative Se	ecuriti	es Acquii	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nor Disposed (Instr. 3, 4 a	of (D) and 5) (A) or)	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)
Common Stock	05/01/2018		A A	Amount 5,204.94 (1)	(D)	Price \$ 30.74	39,319.003	D	
Common Stock	05/02/2018		M(2)	9,157	A	\$ 29.83	48,476.003	D	
Common Stock	05/02/2018		F	9,042	D	\$ 30.21	39,434.003	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number omf 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 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to Purchase Common Stock (right to buy)	\$ 29.83	05/02/2018		M(2)	9,157	(3)	05/02/2018	Common Stock	9,157	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TERUEL JAVIER G C/O J.C.PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	X					
0:						

Signatures

/s/ Emily Epstein, Authorized
Signatory

05/03/2018

**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).
- Represents deferred stock units issued to the Reporting Person at the closing trading price as of May 1, 2018. The deferred stock units (1) each represent one share of Nielsen common stock and vest in four substantially equal installments on each of August 1, 2018, November 1, 2018, February 1, 2019 and May 1, 2019.
- (2) Reflects the auto-exercise of options immediately prior to their expiration.
- (3) These options to purchase shares of common stock were fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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