Edgar Filing: Whiting Susan D - Form 4

Whiting Susan D				
Form 4				
May 03, 2013	OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION	T			
Washington, D.C. 20549	OMB 3235-0287 Number:			
Check this box	Expires: January 31,			
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	Estimated average			
Section 16. SECURITIES	burden hours per			
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	response 0.5			
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may continue. Section 17(a) of the Public Utility Holding Company Act of 1955 of Section and Section 1965 of Section 20(k) of the Investment Company Act of 1040	on			
<i>See</i> Instruction 30(n) of the Investment Company Act of 1940 1(b).				
1(0).				
(Print or Type Responses)				
1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading 5. Relationship of	5. Relationship of Reporting Person(s) to Issuer			
Nielsen Holdings N.V. [NLSN]	(Check all applicable)			
(Last) (First) (Middle) 3. Date of Earliest Transaction				
(Month/Day/Year) Director				
770 BROADWAY 05/01/2013X_ Officer (give below)	XOfficer (give title Other (specify below) below)			
Vi	ce Chairperson			
(Street) 4. If Amendment, Date Original 6. Individual or .	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line)	Applicable Line) _X_ Form filed by One Reporting Person			
	More than One Reporting			
reison				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed				
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed3.4. Securities Acquired5. Amount of Securities1.Title of Security(Month/Day/Year)Execution Date, if Execution Date, ifTransaction(A) or Disposed of Securities	6. Ownership 7. Nature of Form: Direct Indirect			
(Instr. 3) any Code (D) Beneficially	(D) or Beneficial			
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned	Indirect (I) Ownership			
Following Reported	(Instr. 4) (Instr. 4)			
(A) Transaction(s)				
Code V Amount (D) Price (Instr. 3 and 4)				
Common 05/01/2013 M 15,000 A \$16 114,046.16	D			
Stock 570172015 11 13,000 11 \$10 114,040.10	-			
Stock				
Common Stock 05/01/2013 S ⁽¹⁾ 15,000 D \$ 35 99,046.16	D			

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase Common Stock	\$ 16	05/01/2013		М	15,000	(2)	02/02/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting owner runne / runness	Director	10% Owner	Officer	Other	
Whiting Susan D 770 BROADWAY NEW YORK, NY 10003			Vice Chairperson		
Signatures					
/s/ Harris Black, authorized signatory		05/03/201	3		

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan.
- (2) Represents options to purchase shares of common stock of the Issuer, 81% of which vested at the time of the Issuer's initial public offering and 19% which vested on December 31, 2011.

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.