

Nielsen Holdings N.V.  
 Form 4  
 April 03, 2014

**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 \*  
 Hasker Stephen

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS  
 N.V., 85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres. - Nielsen Global Product

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 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   |
| Common Stock                    | 04/01/2014                           |  | M                              |   | 11,719  | A  | \$ 32   |
|                                 |                                      |  |                                |   |   |  | 89,767.43   |
| Common Stock                    | 04/01/2014                           |  | S <sup>(1)</sup>               |   | 11,719  | D  | \$ 45.02  |
|                                 |                                      |  |                                |   |   |  | 78,048.43   |
| Common Stock                    | 04/01/2014                           |  | M                              |   | 37,500  | A  | \$ 30.19  |
|                                 |                                      |  |                                |   |   |  | 115,548.43  |
| Common Stock                    | 04/01/2014                           |  | S <sup>(1)</sup>               |   | 37,500  | D  | \$ 45.01  |
|                                 |                                      |  |                                |   |   |  | 78,048.43   |
|                                 | 04/01/2014                           |  | M                              |   | 20,000  | A  |   |
|                                 |                                      |  |                                |   |   |  | 98,048.43   |

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|              |            |  |                  |        |       |     |       |           |
|--------------|------------|--|------------------|--------|-------|-----|-------|-----------|
| Common Stock |            |  |                  |        | \$    |     |       |           |
|              |            |  |                  |        | 27.98 |     |       |           |
| Common Stock | 04/01/2014 |  | S <sup>(1)</sup> | 20,000 | D     | \$  | 45.01 | 78,048.43 |
|              |            |  |                  |        |       | (3) |       | D         |

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.**

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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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Options to Purchase Common Stock           | \$ 32  | 04/01/2014                           |  | M                              | 7,813   | (4)  | 12/21/2019  | Common Stock                  | 3,907                      |
| Options to Purchase Common Stock           | \$ 32  | 04/01/2014                           |  | M                              | 3,906   | (4)  | 12/21/2019  | Common Stock                  | 3,906                      |
| Options to Purchase Common Stock           | \$ 30.19   | 04/01/2014                           |  | M                              | 37,500  | (5)  | 05/11/2018  | Common Stock                  | 37,500                     |
| Options to Purchase Common Stock           | \$ 27.98   | 04/01/2014                           |  | M                              | 20,000  | (6)  | 07/26/2019  | Common Stock                  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Hasker Stephen<br>C/O NIELSEN HOLDINGS N.V.<br>85 BROAD STREET<br>NEW YORK, NY 10004 |               |           | Pres. - Nielsen Global Product |       |

## Signatures

/s/ Harris Black, Authorized Signatory  
Date: 04/03/2014

\_\_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 trading plan.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$45.00 to \$45.03, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$45.00 to \$45.02, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
  - (3) These options to purchase shares of common stock vested are currently vested and exercisable.
  - (4) These options to purchase shares of common stock vest in four equal annual installments on May 11, 2012, 2013, 2014 and 2015.
  - (5) These options to purchase shares of common stock vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.

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.