

Nielsen Holdings N.V.
Form 4
May 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CALHOUN DAVID L

(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)
04/29/2014

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)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/29/2014		M		565,625	A	\$ 32 1,328,694	D	
Common Stock	04/29/2014		S ⁽¹⁾		565,625	D	\$ 47 763,069	D	
Common Stock							484,090	I	By Trusts ⁽²⁾

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options to purchase Common Stock	\$ 32	04/29/2014		M	312,500	(3)	02/02/2017	Common Stock	312,500
Options to purchase common stock	\$ 32	04/29/2014		M	253,125	(4)	02/02/2017	Common Stock	253,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALHOUN DAVID L C/O NIELSEN HOLDINGS N.V. 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Harris Black, authorized signatory

05/01/2014

**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 plan.

The securities are held by various trusts for the benefit of the reporting person and his family members as to which the reporting person or
 - (2) his wife is the trustee. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
 - (3) Represents options to purchase shares of common stock of the Issuer, 81% of which vested at the time of the Issuers' initial public offering and 19% of which vested on December 31, 2011.

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- (4) Represents options to purchase shares of common stock of the Issuer, of which 15,625 vested on the grant date (December 31, 2006), 59,375 vested on December 31, 2007 and 59,375 vested on December 31, 2009. An additional 59,375 vested if the Issuer met or exceeded a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 59,375 vested if the Issuer met or exceeded a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

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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