

KNIGHT CAPITAL GROUP, INC.  
Form 4  
March 10, 2008

**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 \*  
JOYCE THOMAS M

2. Issuer Name and Ticker or Trading Symbol  
KNIGHT CAPITAL GROUP, INC.  
[NITE]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chairman & CEO

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

JERSEY CITY, NJ 07310

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Restricted Class A Common Stock (Previously Reported) |                                      |  |                                |   | 316,270   | D  |  |
| Class A Common Stock                                  | 03/06/2008                           |  | J <sup>(1)</sup>               | 25,405 D  | \$ 0 8,250  | I  | By 2006 GRAT <sup>(4)</sup>                |
|   | 03/06/2008                           |  | J <sup>(1)</sup>               | 25,405 A  | \$ 0 810,959  | D  |  |

|                            |            |                  |        |   |      |         |   |                                |  |
|----------------------------|------------|------------------|--------|---|------|---------|---|--------------------------------|--|
| Class A<br>Common<br>Stock |            |                  |        |   |      |         |   |                                |  |
| Class A<br>Common<br>Stock | 03/06/2008 | J <sup>(2)</sup> | 8,250  | D | \$ 0 | 0       | I | By 2006<br>GRAT <sup>(4)</sup> |  |
| Class A<br>Common<br>Stock | 03/06/2008 | J <sup>(2)</sup> | 8,250  | A | \$ 0 | 34,695  | I | By Trust<br>for<br>Children    |  |
| Class A<br>Common<br>Stock | 03/06/2008 | J <sup>(3)</sup> | 29,147 | D | \$ 0 | 20,853  | I | By 2006<br>GRAT II             |  |
| Class A<br>Common<br>Stock | 03/06/2008 | J <sup>(3)</sup> | 29,147 | A | \$ 0 | 840,106 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| JOYCE THOMAS M<br>KNIGHT CAPITAL GROUP, INC.<br>545 WASHINGTON BOULEVARD |               |           | Chairman & CEO |       |

JERSEY CITY, NJ 07310

## Signatures

/s/ Thomas M.  
Joyce

03/10/2008

\_\_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) Represents annual distribution of shares from the Joyce Family 2006 GRAT to reporting person and spouse, effective March 6, 2008.
- (2) Represents distribution of shares from the Joyce Family 2006 GRAT to a trust for the benefit of the reporting person's children.
- (3) Represents annual distribution of shares from the Joyce Family 2006 GRAT II to reporting person and spouse, effective March 6, 2008.
- (4) Effective March 6, 2008, the Joyce Family 2006 GRAT was terminated.

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.