

Nielsen N.V.
Form 4
August 28, 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 *
CUMINALE JAMES W

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2014

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)

Chief Legal Officer

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 | 08/27/2014 | | M | | 12,038 | A | \$ 16 | 92,756.68 | D | |
| Common Stock | 08/27/2014 | | M | | 1,800 | A | \$ 32 | 94,556.68 | D | |
| Common Stock | 08/27/2014 | | M | | 16,363 | A | \$ 18.4 | 110,919.68 | D | |
| Common Stock | 08/27/2014 | | M | | 1,208 | A | \$ 30.19 | 112,127.68 | D | |
| Common Stock | 08/27/2014 | | S | | 31,409 | D | \$ 46.808 | 80,718.68 | D | |
| | | | | | | | <u>(1)</u> | | | |

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| | | | |
|--------------|--------|---|-------------------------|
| Common Stock | 16,497 | I | By GRATs ⁽²⁾ |
| Common Stock | 12,340 | I | By Trust ⁽³⁾ |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Purchase common stock | \$ 16 | 08/27/2014 | | M | 12,038 | ⁽⁴⁾ 02/02/2017 | Common Stock | 12,038 |
| Options to Purchase common stock | \$ 32 | 08/27/2014 | | M | 1,800 | ⁽⁴⁾ 02/02/2017 | Common Stock | 1,800 |
| Options to Purchase common stock | \$ 18.4 | 08/27/2014 | | M | 16,363 | ⁽⁴⁾ 03/18/2020 | Common Stock | 16,363 |
| Options to Purchase common stock | \$ 30.19 | 08/27/2014 | | M | 1,208 | ⁽⁵⁾ 05/11/2018 | Common Stock | 1,208 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CUMINALE JAMES W C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004 | | | Chief Legal Officer | |

Signatures

/s/ Harris Black, authorized
signatory

08/28/2014

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.65 to \$46.92, 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) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
- (3) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest.
- (4) Represents options to purchase shares of common stock of the Issuer, all of which are fully vested.
- (5) Represents options to purchase shares of common stock of the Issuer, which ratably vest in four installments over 4 years beginning one year after the grant date (May 11, 2011).

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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