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KNIGHT CAPITAL GROUP, INC. Form 4 September 06, 2005 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAZAROWITZ ROBERT M Issuer Symbol KNIGHT CAPITAL GROUP, INC. (Check all applicable) [NITE] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) KNIGHT CAPITAL GROUP, 09/01/2005 **INC., 545 WASHINGTON** BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting JERSEY CITY, NJ 07310 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) Class A Common Stock 1,878 D (Previously Reported) Class A Common Stock 1,496 Ι Family (Previously Reported)

Class A Common Stock (Previously Reported)						2,024,000	I	By LLC
Class A Common Stock	09/01/2005	S <u>(1)</u>	15,000	D	\$ 8.5	1,811,174	I	Family LP
Class A Common Stock	09/01/2005	S <u>(1)</u>	5,000	D	\$ 8.51	1,806,174	Ι	Family LP
Class A Common Stock	09/01/2005	S <u>(1)</u>	4,800	D	\$ 8.52	1,801,374	Ι	Family LP
Class A Common Stock	09/01/2005	S <u>(1)</u>	100	D	\$ 8.53	1,801,274	Ι	Family LP
Class A Common Stock	09/01/2005	S <u>(1)</u>	100	D	\$ 8.54	1,801,174	Ι	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	10,000	D	\$ 8.5	1,791,174	Ι	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	5,000	D	\$ 8.51	1,786,174	Ι	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	2,500	D	\$ 8.52	1,783,674	Ι	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	2,500	D	\$ 8.53	1,781,174	Ι	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	1,500	D	\$ 8.54	1,779,674	Ι	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	500	D	\$ 8.55	1,779,174	I	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	2,000	D	\$ 8.56	1,777,174	I	Family LP
Class A Common Stock	09/02/2005	S <u>(1)</u>	1,000	D	\$ 8.57	1,776,174	I	Family LP

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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)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addres	8	Relationships						
ForBoo	Director	10% Owner	Officer	Other				
LAZAROWITZ ROBERT M KNIGHT CAPITAL GROUP, IN 545 WASHINGTON BOULEVA JERSEY CITY, NJ 07310	X							
Signatures								
/s/ Robert M. Lazarowitz	9/06/2005							

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Transaction executed in accordance with previously disclosed Rule 10b5-1(c) trading plan.

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.

**Signature of Reporting

Person