Nielsen Holdings N.V. Form 4 March 24, 2014

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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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

**SECURITIES** 

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Addr FISHER ITZH	_	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Nielsen Holdings N.V. [NLSN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O NIELSEN HOLDINGS N.V., 85 BROAD STREET (Street)			(Month/Day/Year) 03/20/2014	Director 10% Owner _X Officer (give title Other (specify below)  EVP, Global Product Leadership  6. Individual or Joint/Group Filing(Check			
			4. If Amendment, Date Original				
NEW YORK,	NY 10004		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/20/2014		Code V	Amount 95.6 (1)	(A) or (D)	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4) 104,306.14	D	
Common Stock				<u></u>			68,000	I	See Footnote (2)

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

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SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amount	t of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene	
	Derivative				Securities			(Instr. 3	and 4)		Own	
	Security				Acquired						Follo	
	•				(A) or						Repo	
					Disposed						Trans	
					of (D)						(Instr	
					(Instr. 3,							
					4, and 5)							
								^	mount			
									mount			
						Date	Expiration	Title N				
							Exercisable	Date	Title Number of			
				C + V	(A) (D)							
				Code V	(A) (D)			S	hares			

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

FISHER ITZHAK C/O NIELSEN HOLDINGS N.V. **85 BROAD STREET** NEW YORK, NY 10004

EVP, Global Product Leadership

## **Signatures**

/s/ Harris Black, authorized signatory

03/24/2014

\*\*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).
- Represents dividend equivalent rights in connection with the Issuer's quarterly dividend and accrued to the reporting person on restricted **(1)** stock units.
- Held through a limited liability company, of which the reporting person and his spouse are members. The reporting person disclaims beneficial ownership of the securities held by this limited liability company except to the extent of his pecuniary interest therein.

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.

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