

KNIGHT CAPITAL GROUP, INC.
 Form 3
 August 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Bisgay Steven</p> <p>(Last) (First) (Middle)</p> <p>KNIGHT CAPITAL GROUP INC.,Â 545 WASHINGTON BLVD.</p> <p>(Street)</p> <p>JERSEY CITY,Â NJÂ 07310</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>08/10/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KNIGHT CAPITAL GROUP, INC. [NITE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Managing Director & CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 4,933 | D | Â |
| Restricted Class A Common Stock | 99,078 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|----------------------------|----------------------------|------------------------------|--|
| Stock Option (Right to Buy) | Â (2) | Â (2) | Class A Common Stock | 45,000 | \$ (2) | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bisgay Steven KNIGHT CAPITAL GROUP INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310 | Â | Â | Â Managing Director & CFO | Â |

Signatures

/s/ Steven Bisgay 08/14/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restrictions lapse pursuant to the following schedule: 6,667 on 10/20/2007; 4,046 on 01/31/2008; 23,334 on 08/03/2008; 6,667 on 10/20/2008; 1,857 on 01/31/2009; 23,333 on 08/03/2009; 6,666 on 10/20/2009; 1,857 on 01/31/2010; and 23,333 on 08/03/2010.
- (2) 30,000 vested options with an exercise price of \$10.24 and expiration date of 11/10/2014, and 15,000 unvested options with a vesting date of 11/10/2007, exercise price of \$10.24 and an expiration date of 11/10/2014.

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.