

KNIGHT CAPITAL GROUP, INC.
Form 4
August 14, 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 *
VOETSCH GREGORY C

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)
08/13/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	08/13/2008		M		100,000	A	\$ 9.81 117,528	D
Class A Common Stock	08/13/2008		S		100,000 <u>(1)</u> <u>(2)</u>	D	\$ 16.91 17,528	D
Restricted Class A Common Stock							186,630	D

(Previously Reported)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 9.81	08/13/2008		M	100,000	01/31/2008	01/31/2015	Class A Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOETSCH GREGORY C KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Executive Vice President	

Signatures

/s/ Gregory C. Voetsch 08/14/2008

**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) Amount reported is average purchase price occurring within one dollar price range. Price breakdown: 2,500 shares at \$16.68; 2,500 shares at \$16.70; 3,000 shares at \$16.72; 2,000 shares at \$16.75; 2,500 shares at \$16.76; 2,000 shares at \$16.77; 7,500 shares at \$16.78; 12,500 shares at \$16.80; 5,000 shares at \$16.82; 5,000 shares at \$16.84; 5,000 shares at \$16.85; 2,500 shares at \$16.88; 5,000 shares at \$16.90; 5,000 shares at \$16.92; 2,500 shares at \$16.96; 2,500 shares at \$16.98; 7,500 shares at \$17.00; 2,000 shares at \$17.04; 6,500 shares at

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\$17.05; 2,000 shares at \$17.08; 4,500 shares at \$17.10; 3,000 shares at \$17.12; 2,500 shares at \$17.15; 2,500 shares at \$17.20; and 2,500 shares at \$17.24.

- (2) Filer undertakes to provide to the SEC, the Issuer, or security holder full information pertaining to the number of shares purchased at each separate price.

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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