MF Global Ltd. Form 3 December 17, 2008

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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MF Global Ltd. [MF] Harbour Karel F. (Month/Day/Year) 12/12/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) SUGAR QUAY, LOWER (Check all applicable) THAMES STREET (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting COO & Executive VP Person LONDON, X0Â EC3R6DU Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â No securities are beneficially owned 0 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------|--------------------|------------------|----------------------------------|---------------|----------------------------|---|
| Restricted Share Units | (1) | (1) | Common Shares | 166,667 | \$ <u>(1)</u> | D | Â |
| Share Options (right to buy) | (2) | 07/18/2014 | Common Shares | 166,667 | \$ 30 | D | Â |
| Share Options (right to buy) | (3) | 06/03/2015 | Common Shares | 8,821 | \$ 14.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|-----------------------|-------|--|
| F | Director | 10% Owner | Officer | Other | |
| Harbour Karel F. SUGAR QUAY, LOWER THAMES STREET LONDON, X0 EC3R6DU | Â | Â | COO & Executive VP | Â | |
| Signatures | | | | | |

/s/ Jacqueline Giammarco, by power of attorney

12/16/2008

**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).
- Each restricted share unit represents a contingent right to receive one common share, par value \$1.00 per share, of MF Global Ltd. (each, a "Common Share"), and the restricted share units are subject to the terms and conditions of the MF Global Ltd. 2007 Long Term Incentive Plan (the "Plan"). The restricted share units vest in full on the third anniversary of the grant date, which is July 18, 2007. Vested restricted share units will be delivered to the reporting person on the vesting date or such other date as specified in the award agreement.
- Each share option represents the right to purchase one Common Share. The share options are subject to the terms and conditions of the Plan. One-third of the share options vest on each of the first, second and third anniversaries of the grant date (becoming fully vested on the third anniversary of the grant date). These share options were granted on July 18, 2007. Each share option becomes exercisable upon vesting.
- Each share option represents the right to purchase one Common Share. The share options are subject to the terms and conditions of the Plan. One-third of the share options vest on each of the first, second and third anniversaries of the grant date (becoming fully vested on the third anniversary of the grant date). These share options were granted on June 3, 2008. Each share option becomes exercisable upon vesting.

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Remarks:

Exhibit List

Exhibit 24: Power of Attorney

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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