MF Global Ltd. Form 4 August 17, 2009

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

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Form 5 obligations may continue. See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Man Group UK LTD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

MF Global Ltd. [MF] 3. Date of Earliest Transaction

(Check all applicable)

SUGAR QUAY, LOWER THAMES

08/13/2009

(Month/Day/Year)

Director 10% Owner Other (specify Officer (give title below)

STREET

(Street)

(State)

(First)

(City)

(Instr. 3)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LONDON, X0 EC3R 6DU

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

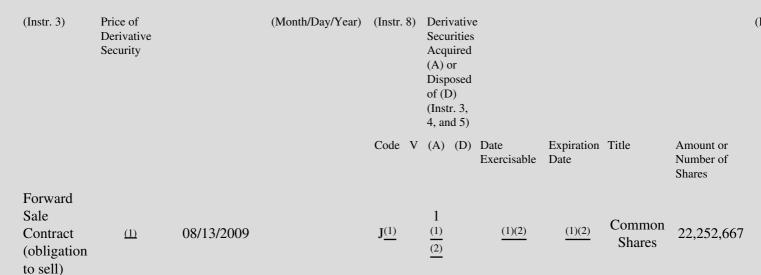
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4)

D

Se

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Man Group UK LTD

SUGAR QUAY, LOWER THAMES STREET X

LONDON, X0 EC3R 6DU

Signatures

/s/ Peter Clarke,
Director

08/17/2009

**Signature of Reporting Date
Person

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).

On August 13, 2009 (the "Trade Date"), the Reporting Person entered into a variable forward sale agreement (the "VFS Agreement") with an unaffiliated buyer pursuant to which the Reporting Person will receive an initial cash payment of approximately \$112 million on August 18, 2009. In return, the contract obligates the Reporting Person to deliver up to an aggregate of 22,252,667 shares of the Issuer's common shares (the Reporting Person's entire ownership stake in the Issuer) (the "Pledged Shares") in four installments beginning on

(1) common shares (the Reporting Person's entire ownership stake in the Issuer) (the "Pledged Shares") in four installments beginning on each of the 32nd, 36th, 40th and 44th months after the trade date, with each nearly equal installment spread over a 30 trading day period. The VFS Agreement provides for the Reporting Person to have received aggregate payments upon ultimate settlement of a minimum of \$5.355 per common share up to a maximum of \$7.14 per common share.

The effect of the VFS Agreement is that the Reporting Person will not exercise voting rights with respect to the Pledged Shares. Intended settlement of the VFS Agreement would return cash amounts to the Reporting Person in lieu of any Pledged Shares that would otherwise be returnable to the Reporting Person. The Reporting Person disclaims beneficial ownership of the Issuer's common shares reported herein except to the extent of its pecuniary interest therein and the inclusion of the Issuer's common shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares of the Issuer's common shares for purposes of Section 16 or any other purpose

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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