Ferber Laurie R. Form 4 August 04, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

MF Global Holdings Ltd. [MF]

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person
Ferber Laurie R.

(First) (Middle)

C/O MF GLOBAL HOLDINGS LTD., 717 FIFTH AVENUE, 9TH **FLOOR**

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

07/31/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10022

(City)	(State)	Zip) Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly 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 saction(A) or Disposed of (D) (Instr. 3, 4 and 5) r. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$1.00 per share	07/31/2010		M <u>(1)</u>	22,147	A	\$ 0 (1)	32,147	D	
Common Stock, par value \$1.00 per share	08/02/2010(2)		F(2)	8,729	D	\$ 6.53	23,418	D	
Common Stock, par value \$1.00							500	I	By spouse

per share

Reminder: Report on a separate line for each class of securities beneficially 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.

SEC 1474 (9-02)

> Sec (In

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (3)	<u>(3)</u>	07/31/2010		M	22,147	<u>(3)</u>	(3)	Common Stock	22,147	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ferber Laurie R.

C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022

General Counsel

Signatures

/s/ James Ho, by power of attorney

08/04/2010

**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) These shares of common stock, \$1.00 par value per share (the "Common Stock"), were acquired upon vesting of restricted share units granted on July 31, 2009.
- Payment of tax liability by withholding common shares incident to the vesting of restricted share units in accordance with Rule 16b-3.

 (2) Because July 31 was a Saturday, the stock markets were closed, and therefore withholding of tax liability was determined based on closing price of Common Stock on next business day, Monday, August 2, 2010.

Reporting Owners 2

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Each restricted share unit represents a contingent right to receive one share of Common Stock, of MF Global Holdings Ltd. The restricted share units are subject to the terms and conditions MF Global Holdings Ltd. Amended and Restated 2007 Long Term Incentive Plan, as

(3) amended. One-third of the restricted share units will vest on each of the first, second and third anniversaries of July 31, 2009, the grant date (becoming fully vested on July 31, 2012, the third anniversary of the grant date). Vested restricted share units will be delivered upon vesting, except in certain limited circumstances described in the award agreement.

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.