JOYCE THOMAS M

Form 4

December 11, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * JOYCE THOMAS M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

KNIGHT CAPITAL GROUP, INC.

(Check all applicable)

[NITE]

(Last) (First) 3. Date of Earliest Transaction

X Director X_ Officer (give title

10% Owner _ Other (specify

(Middle)

(Month/Day/Year) 12/07/2006

below) Chairman & CEO

KNIGHT CAPITAL GROUP, **INC., 545 WASHINGTON BOULEVARD**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

JERSEY CITY, NJ 07310

(City)	(State) (Z	ip) Table	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. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed 4 and : (A) or	of (D)	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)		
Class A Common Stock	12/07/2006		<u>J(1)</u>	43,925	D	\$ 18.76	26,445	I	By 2004 GRAT (4)		
Class A Common Stock	12/07/2006		J(2)	26,445	D	\$ 18.76	0	I	By 2004 GRAT (4)		
Class A Common Stock	12/07/2006		J(2)	26,445	A	\$ 18.76	26,445	I	By Trust for Children		

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Class A Common Stock	12/07/2006	<u>J(1)</u>	43,925	A	\$ 18.76	583,898	D	
Class A Common Stock	12/07/2006	J <u>(3)</u>	50,000	D	\$ 18.76	533,898	D	
Class A Common Stock	12/07/2006	J <u>(3)</u>	50,000	A	\$ 18.76	50,000	I	By 2006 GRAT II
Class A Common Stock (Previously Reported)						54,630	I	By 2006 GRAT
Restricted Class A Common Stock (Previously Reported)						301,297	D	

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivativ	e		Securitie	es	(Instr. 5)
	Derivative				Securities	3		(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								Δ.		
									mount	
						Date	Expiration	Or T:41- N		
						Exercisable	Date		umber	
				C 1 1	7. (A) (D)			of		
				Code V	I (A) (D)			Sh	hares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JOYCE THOMAS M

KNIGHT CAPITAL GROUP, INC.

X Chairman & CEO

545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310

Signatures

/s/ Thomas M. Joyce 12/11/2006

**Signature of Date
Reporting 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).
- (1) Represents annual distribution of shares from 2004 grantor retained annuity trust to reporting person and spouse.
- (2) Represents distribution of shares from 2004 grantor retained annuity trust to trust for benefit of children of reporting person.
- (3) 50,000 shares owned by reporting person were contributed to a grantor retained annuity trust, the Joyce Family 2006 GRAT II.
- (4) Effective November 15, 2006, 2004 grantor retained annuity trust was terminated.

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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