

Nielsen Holdings N.V.
Form 4
October 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
Charlton Jeffrey

(Last) (First) (Middle)
770 BROADWAY
(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/25/2013 | | M | | 32,813 A \$ 16 | 46,569.56 | D |
| Common Stock | 10/25/2013 | | M | | 20,343 A \$ 16 | 66,912.56 | D |
| Common Stock | 10/25/2013 | | S | | 53,156 D \$ 39.03 (1) | 13,765.56 | D |
| Common Stock | 10/25/2013 | | M | | 5,469 A \$ 32 | 19,234.56 | D |
| Common Stock | 10/25/2013 | | M | | 3,390 A \$ 32 | 22,624.56 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------|-----------|---|
| Common Stock | 10/25/2013 | S | 8,859 | D | \$ 39.09 (2) | 13,765.56 | D |
| Common Stock | 10/25/2013 | M | 10,000 | A | \$ 30.19 | 23,765.56 | D |
| Common Stock | 10/25/2013 | S | 10,000 | D | \$ 39.001 (3) | 13,765.56 | D |
| Common Stock | 10/25/2013 | M | 3,750 | A | \$ 27.98 | 17,515.56 | D |
| Common Stock | 10/25/2013 | S | 3,750 | D | \$ 39.072 (4) | 13,765.56 | D |

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 or Number of Shares |
| Options to Purchase Common Stock | \$ 16 | 10/25/2013 | | M | 32,813 | (5) 02/02/2017 | Common Stock 32,813 |
| Options to Purchase Common Stock | \$ 16 | 10/25/2013 | | M | 20,343 | (6) 02/02/2017 | Common Stock 20,343 |
| Options to Purchase Common Stock | \$ 32 | 10/25/2013 | | M | 5,469 | (5) 02/02/2017 | Common Stock 5,469 |

| | | | | | | | | | |
|----------------------------------|----------|------------|---|--------|-----|------------|--------------|--------|--|
| Stock | | | | | | | | | |
| Options to Purchase Common Stock | \$ 32 | 10/25/2013 | M | 3,390 | (7) | 02/02/2017 | Common Stock | 3,390 | |
| Options to Purchase Common Stock | \$ 30.19 | 10/25/2013 | M | 10,000 | (8) | 05/11/2018 | Common Stock | 10,000 | |
| Options to Purchase Common Stock | \$ 27.98 | 10/25/2013 | M | 3,750 | (9) | 07/26/2019 | Common Stock | 3,750 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Charlton Jeffrey 770 BROADWAY NEW YORK, NY 10003 | | | SVP & Corporate Controller | |

Signatures

/s/ Harris Black, authorized signatory
10/29/2013

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39 to \$39.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39.02 to \$39.115, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39 to \$39.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39.01 to \$39.125, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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forth above.

- (5) Represents options to purchase shares of common stock of the Issuer, of which 81% were vested as of January 25, 2011 and the remaining 19% vested on December 31, 2011.
- (6) Represents options to purchase shares of common stock of the Issuer, of which 1,641 vested on the grant date (December 31, 2006), 6,234 vested on December 31, 2007, 6,234 vested on December 31, 2009 and 6,235 vested on December 31, 2012. The remaining 6,234 will vest on December 31, 2013.
- (7) Represents options to purchase shares of common stock of the Issuer, of which 273 vested on the grant date (December 31, 2006), 1,039 vested on December 31, 2007, 1,039 vested on December 31, 2009 and 1,039 vested on December 31, 2012. The remaining 1,039 will vest on December 31, 2013.
- (8) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (May 11, 2011).
- (9) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (July 26, 2012).

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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