

LAZAROWITZ ROBERT M

Form 4

November 16, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAZAROWITZ ROBERT M

2. Issuer Name **and** Ticker or Trading
Symbol
KNIGHT CAPITAL GROUP, INC.
[NITE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

KNIGHT CAPITAL GROUP,
INC., 545 WASHINGTON
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2005

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

(Street)

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

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

JERSEY CITY, NJ 07310

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
Class A Common Stock (Previously Reported)					1,878	D	
Class A Common Stock (Previously Reported)					1,496	I	Family

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Class A Common Stock (Previously Reported)						2,024,000	I	By LLC
Class A Common Stock						1,738,206 ⁽¹⁾ <u>(2)</u>	I	Family Trust
Class A Common Stock	11/14/2005	<u>S⁽³⁾</u>	50,000	D	\$ 10	1,688,206	I	Family Trust
Class A Common Stock	11/16/2005	<u>S⁽³⁾</u>	100,000	D	\$ 10.25	1,588,206	I	Family Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAZAROWITZ ROBERT M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310	X

Signatures

/s/ Robert M.
Lazarowitz

11/16/2005

__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) Since the reporting person's last report, 1,738,206 shares previously owned indirectly by a Family LP have been contributed to a Family Trust, of which he is not a trustee.
- (2) Reflects correction of amount erroneously reported on 09/06/2005.
- (3) Transaction executed in accordance with previously disclosed Rule 10b5-1 trading plans.

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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