

Nielsen N.V.
Form 4
February 20, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Charlton Jeffrey

(Last) (First) (Middle)

C/O NIELSEN N.V., 85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

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 (A) or (D) Price | | |
| Common Stock | 02/18/2015 | | M | | 6,234 A \$ 16 | 20,982.31 | D |
| Common Stock | 02/18/2015 | | S | | 6,234 D \$ 45.03 (1) | 14,748.31 | D |
| Common Stock | 02/18/2015 | | M | | 1,039 A \$ 32 | 15,787.31 | D |
| Common Stock | 02/18/2015 | | S | | 1,039 D \$ 45 (2) | 14,748.31 | D |
| Common Stock | 02/18/2015 | | M | | 2,375 A \$ 36.56 | 17,123.31 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------------------|-----------|---|
| Common Stock | 02/18/2015 | S | 2,375 | D | \$ <u>(3)</u> 45.01 | 14,748.31 | D |
| Common Stock | 02/18/2015 | M | 5,000 | D | \$ 30.19 | 19,748.31 | D |
| Common Stock | 02/18/2015 | S | 5,000 | D | \$ <u>(1)</u> 45.03 | 14,748.31 | D |
| Common Stock | 02/18/2015 | M | 3,750 | D | \$ 27.98 | 18,498.31 | D |
| Common Stock | 02/18/2015 | S | 3,750 | D | \$ <u>(4)</u> 45 | 14,748.31 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Purchase Common Stock | \$ 16 | 02/18/2015 | | M | 6,234 | <u>(5)</u> 02/02/2017 | Common Stock | 6,234 |
| Options to Purchase Common Stock | \$ 32 | 02/18/2015 | | M | 1,039 | <u>(5)</u> 02/02/2017 | Common Stock | 1,039 |
| Options to Purchase | \$ 36.56 | 02/18/2015 | | M | 2,375 | <u>(6)</u> 09/25/2020 | Common Stock | 2,375 |

Common
Stock

Options
to

| | | | | | | | | |
|----------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Purchase | \$ 30.19 | 02/18/2015 | M | 5,000 | (7) | 05/11/2018 | Common Stock | 5,000 |
|----------|----------|------------|---|-------|-----|------------|-----------------|-------|

Common
Stock

Options
to

| | | | | | | | | |
|----------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Purchase | \$ 27.98 | 02/18/2015 | M | 3,750 | (8) | 07/26/2019 | Common Stock | 3,750 |
|----------|----------|------------|---|-------|-----|------------|-----------------|-------|

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Charlton Jeffrey C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004 | | | SVP & Corporate Controller | |

Signatures

/s/ Harris Black, authorized
signatory

02/20/2015

__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 \$45.00 to \$45.11, 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 \$45.00 to \$45.02, 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 \$45.00 to \$45.04, 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 \$45.00 to \$45.045, 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.

(5) Represents options to purchase shares of common stock of the Issuer, of which all of the shares are vested.

(6)

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Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (September 25, 2013).

- (7) 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).
- (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 (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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