

KNIGHT CAPITAL GROUP, INC.
Form 4
August 10, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HOWARD JOHN B

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior Managing Director & CFO

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

(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)	Price		
				Code	V	Amount	
Class A Common Stock	08/08/2007		M	17,500	A	\$ 9.81	85,473 D
Class A Common Stock	08/08/2007		S	2,000	D	\$ 14	83,473 D
Class A Common Stock	08/08/2007		S	2,000	D	\$ 14.3	81,473 D

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Class A Common Stock	08/08/2007	S	18,500	D	\$ 14.45	62,973	D
Class A Common Stock	08/08/2007	S	2,485	D	\$ 14.5	60,488	D
Class A Common Stock	08/09/2007	M	34,167	A	\$ 9.81	94,655	D
Class A Common Stock	08/09/2007	S	48,167	D	\$ 13.99	46,488	D
Restricted Class A Common Stock (Previously Reported)						64,259	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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 9.81	08/08/2007		M	17,500	01/31/2007	01/31/2015	Class A Common Stock	17,500
Stock Option (Right to Buy)	\$ 9.81	08/09/2007		M	34,167	01/31/2007	01/31/2015	Class A Common Stock	34,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN B KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Senior Managing Director & CFO	

Signatures

/s/ John B.
Howard

08/10/2007

**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) Previous Form 4 filing on 08/08/07 overstated options beneficially owned by 5,000, and erroneously included beneficial ownership of 15,000 option that expired in February 2007.

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.