

Whiting Susan D
Form 4
July 30, 2012

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 *
Whiting Susan D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
770 BROADWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice Chairperson

NEW YORK, NY 10003

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | Code | V | Amount or Price | | | | | |
| Common Shares | 07/26/2012 | | A | | 10,000 ⁽¹⁾ | A | \$ 0 | 99,000 | D | |
| Common Stock | 07/26/2012 | | M | | 71,965 | A | \$ 16 | 170,965 | D | |
| Common Stock | 07/26/2012 | | S ⁽²⁾ | | 71,965 | D | \$ 28.01 ⁽³⁾ | 99,000 | D | |
| Common Stock | 07/27/2012 | | M | | 98,715 | A | \$ 16 | 197,715 | D | |
| Common Stock | 07/27/2012 | | S ⁽²⁾ | | 98,715 | D | \$ 28.01 | 99,000 | D | |

(4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase Common Stock (right to buy) | \$ 27.98 | 07/26/2012 | | A | 95,000 | (5) 07/26/2019 | Common Stock | 95,000 | |
| Options to purchase Common Stock (right to buy) | \$ 16 | 07/26/2012 | | M | 71,965 | (6) 02/02/2017 | Common Stock | 71,965 | |
| Options to purchase Common Stock (right to buy) | \$ 16 | 07/27/2012 | | M | 98,715 | (6) 02/02/2017 | Common Stock | 98,715 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| | | | | Vice Chairperson |

Whiting Susan D
770 BROADWAY
NEW YORK, NY 10003

Signatures

/s/ Harris Black, authorized
signatory

07/30/2012

__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) Represents restricted stock units of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (July 26, 2012).
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.06, 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 ranges set forth in footnotes (3) and (4) to this Form.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.08, inclusive.
- (4) 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 (July 26, 2012).
- (5) Represents options to purchase shares of common stock of the Issuer, 81% of which were vested at the time of the Issuer's initial public offering and 19% of which vested on December 31, 2011.

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.