

KNIGHT CAPITAL GROUP, INC.  
 Form 4  
 February 01, 2007

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 VOETSCH GREGORY C

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Executive Vice President

(Last) (First) (Middle)  
 KNIGHT CAPITAL GROUP,  
 INC., 545 WASHINGTON  
 BOULEVARD

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/30/2007

(Street)  
 JERSEY CITY, NJ 07310

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Class A Common Stock	01/30/2007		F		19,274	D	\$ 17.95
Class A Common Stock					124,632	D	
Restricted Class A Common	01/31/2007		A		105,153	A	\$ 17.95
					(1)		

Stock

Class A

Common

Stock

(Previously  
Reported)

13,200

I

Immediate  
Family

Restricted

Class A

Common

Stock

01/31/2007

F

35,567

D

\$  
17.97

220,439

D

Class A

Common

Stock

165,840

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VOETSCH GREGORY C  
KNIGHT CAPITAL GROUP, INC.  
545 WASHINGTON BOULEVARD  
JERSEY CITY, NJ 07310

Executive Vice President

## Signatures

/s/ Gregory C.  
Voetsch

02/01/2007

\_\_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).

Issued pursuant to Issuer's 2006 Equity Incentive Plan. Restrictions lapse pursuant to following schedule: 33 1/3% of the stock restrictions

(1) lapse as of the first anniversary of the date acquired; 66 2/3% of the stock restrictions lapse as of the second anniversary of the date acquired; and 100% lapse as of the third anniversary of the date acquired.

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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