

Nielsen N.V.  
Form 4  
August 25, 2014

# 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 \*  
**CUMINALE JAMES W**

(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)  
**08/21/2014**

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)

Chief Legal Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/21/2014		M		25,312 A \$ 32	D	
Common Stock	08/21/2014		M		21,250 A \$ 32	D	
Common Stock	08/21/2014		M		12,500 A \$ 18.4	D	
Common Stock	08/21/2014		S		59,062 D \$ 48.374	D	
Common Stock	08/22/2014		M		23,087 A \$ 16	D	

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Common Stock	08/22/2014		M	8,100	A	\$ 32	111,905.68	D	
Common Stock	08/22/2014		M	32,452	A	\$ 18.4	144,357.68	D	
Common Stock	08/22/2014		M	23,692	A	\$ 30.19	168,049.68	D	
Common Stock	08/22/2014		S	87,331	D	\$ 47.692 (2)	80,718.68	D	
Common Stock							16,497	I	By GRATs (3)
Common Stock							12,340	I	By Trust (4)

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	\$ 32	08/21/2014		M	25,312	(5) 02/02/2017	Common Stock	25,312
Options to Purchase common stock	\$ 32	08/21/2014		M	21,250	(6) 02/02/2017	Common Stock	21,250
Options to Purchase	\$ 18.4	08/21/2014		M	12,500	(6) 03/18/2020	Common Stock	12,500



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forth above.

- (3) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
- (4) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest.
- (5) Represents options to purchase shares of common stock, of which 1,562 vested on the grant date (December 31, 2006), 5,938 vested on December 31, 2007, 5,938 vested on December 31, 2009, 5,938 vested on December 31, 2012, and 5,937 vested on December 31, 2013.
- (6) Represents options to purchase shares of common stock of the Issuer, all of which are fully vested.
- (7) Represents options to purchase shares of common stock of the Issuer, which ratably vest in four installments over 4 years beginning one year after the grant date (May 11, 2011).

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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