

KNIGHT CAPITAL GROUP, INC.
 Form 4
 September 23, 2008

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 *
 LAZAROWITZ ROBERT M

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)
 KNIGHT CAPITAL GROUP,
 INC., 545 WASHINGTON
 BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/19/2008

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

(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

(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. Code | 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) Code V Amount (D) Price | | | |
| Class A Common Stock | 09/19/2008 | | S ⁽¹⁾ | 9,381 D \$ 19.625 <u>(2) (3)</u> | 285,481 | I | Family Trust |
| Class A Common Stock (Previously Reported) | | | | | 1,878 | D | |
| Class A Common | | | | | 1,496 | I | Family |

Stock
(Previously
Reported)

Class A
Common

Stock
(Previously
Reported)

2,024,000 I LLC

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.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAZAROWITZ ROBERT M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310 | | X | | |

Signatures

/s/ Robert M. Lazarowitz 09/23/2008

__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) Transaction executed in accordance with Rule 10b5-1 trading plan.
- (2) Amount reported is average sale price occurring within one dollar price range. Price breakdown: 8,656 shares at \$19.50 and 725 shares at \$19.75.
- (3) Filer undertakes to provide to the SEC, the Issuer, or a security holder full information pertaining to the number of shares sold at each separate price.

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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