

Hasker Stephen
 Form 3
 March 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Hasker Stephen | | (Month/Day/Year) | Nielsen Holdings N.V. [NLSN] | |
| (Last) | (First) | (Middle) | 02/26/2013 | |
| C/O NIELSEN HOLDINGS N.V., 770 BROADWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10003 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Pres. - Nielsen Global Product | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 42,000 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Options to purchase common stock (right to buy) | Â (2) | 12/21/2019 | Common Stock | 23,438 | \$ 16 | D | Â |
| Options to purchase common stock (right to buy) | Â (2) | 12/21/2019 | Common Stock | 3,906 | \$ 32 | D | Â |
| Options to purchase common stock (right to buy) | Â (3) | 12/21/2019 | Common Stock | 23,437 | \$ 16 | D | Â |
| Options to purchase common stock (right to buy) | Â (3) | 12/21/2019 | Common Stock | 3,906 | \$ 32 | D | Â |
| Options to purchase common stock (right to buy) | Â (4) | 12/21/2019 | Common Stock | 46,875 | \$ 16 | D | Â |
| Options to purchase common stock (right to buy) | Â (4) | 12/21/2019 | Common Stock | 23,438 | \$ 32 | D | Â |
| Options to purchase common stock (right to buy) | Â (5) | 05/11/2018 | Common Stock | 75,000 | \$ 30.19 | D | Â |
| Options to purchase common stock (right to buy) | Â (6) | 07/26/2019 | Common Stock | 80,000 | \$ 27.98 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hasker Stephen C/O NIELSEN HOLDINGS N.V. 770 BROADWAY NEW YORK, NY 10003 | Â | Â | Â Pres. - Nielsen Global Product | Â |

Signatures

/s/ Harris Black, Authorized Signatory

03/07/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 15,000 restricted stock units which vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.
- (2) These options to purchase shares of common stock vest on December 31, 2013.
- (3) These options to purchase shares of common stock vest on December 31, 2014.
- (4) These options to purchase shares of common stock are currently vested and are exercisable.
- (5) These options to purchase shares of common stock vest in four equal annual installments on May 11, 2012, 2013, 2014 and 2015.
- (6) These options to purchase shares of common stock vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.

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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