

KNIGHT CAPITAL GROUP, INC.  
 Form 4  
 September 06, 2005

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/01/2005

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

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

(Street)

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

JERSEY CITY, NJ 07310

(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. 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	(D)	Price
Class A Common Stock (Previously Reported)					1,878	D	
Class A Common Stock (Previously Reported)					1,496	I	Family

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Class A Common Stock (Previously Reported)						2,024,000	I	By LLC
Class A Common Stock	09/01/2005	<u>S<sup>(1)</sup></u>	15,000	D	\$ 8.5	1,811,174	I	Family LP
Class A Common Stock	09/01/2005	<u>S<sup>(1)</sup></u>	5,000	D	\$ 8.51	1,806,174	I	Family LP
Class A Common Stock	09/01/2005	<u>S<sup>(1)</sup></u>	4,800	D	\$ 8.52	1,801,374	I	Family LP
Class A Common Stock	09/01/2005	<u>S<sup>(1)</sup></u>	100	D	\$ 8.53	1,801,274	I	Family LP
Class A Common Stock	09/01/2005	<u>S<sup>(1)</sup></u>	100	D	\$ 8.54	1,801,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	10,000	D	\$ 8.5	1,791,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	5,000	D	\$ 8.51	1,786,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	2,500	D	\$ 8.52	1,783,674	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	2,500	D	\$ 8.53	1,781,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	1,500	D	\$ 8.54	1,779,674	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	500	D	\$ 8.55	1,779,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	2,000	D	\$ 8.56	1,777,174	I	Family LP
Class A Common Stock	09/02/2005	<u>S<sup>(1)</sup></u>	1,000	D	\$ 8.57	1,776,174	I	Family LP

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

Table with 9 columns: 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 Owned Beneficially (Instr. 3, 4, and 5). Includes sub-headers: Date Exercisable, Expiration Date, Title, Amount or Number of Shares, Code, V, (A), (D).

# 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 09/06/2005

\*\*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 previously disclosed Rule 10b5-1(c) trading plan.

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