

FINN MARY ELIZABETH
Form 3
May 11, 2011

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 | |
| Â FINN MARY ELIZABETH | | | (Month/Day/Year) | | Nielsen Holdings N.V. [NLSN] | |
| (Last) | (First) | (Middle) | 03/03/2011 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 770 BROADWAY | | | | | (Check all applicable) | |
| (Street) | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| NEW YORK,Â NYÂ 10003 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Human Resouces Officer | |
| | | | | | <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 | 18,750 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|--------------|--------|-------|-------------------|---|
| Options to purchase common stock (right to buy) | Â (1) | 11/15/2017 | Common Stock | 33,937 | \$ 16 | D | Â |
| Options to purchase common stock (right to buy) | Â (2) | 11/15/2017 | Common Stock | 5,656 | \$ 32 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FINN MARY ELIZABETH 770 BROADWAY NEW YORK, NY 10003 | Â | Â | Â Chief Human Resources Officer | Â |

Signatures

/s/ Harris Black, authorized signatory

05/11/2011

__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).
- Represents options to purchase shares of common stock of the Issuer, of which 23,249 are vested. Additional 3,563 and 3,562 will vest on
- (1) December 31, 2011 and 2012, respectively. The remaining 3,563 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011, or otherwise, on December 31, 2013.
- Represents options to purchase shares of common stock of the Issuer, of which 3,874 are vested. Additional 594 will vest on each of
- (2) December 31, 2011 and December 31, 2012. The remaining 594 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011, or otherwise, on December 31, 2013.

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Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.