

Corzine Jon S.  
Form 4  
May 24, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Corzine Jon S.

(Last) (First) (Middle)

C/O MF GLOBAL HOLDINGS  
LTD., 717 FIFTH AVE, 9TH  
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MF Global Holdings Ltd. [MF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2011

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) CEO & Chairman of Board

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

## Edgar Filing: Corzine Jon S. - Form 4

| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |                 |                            |
|--------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|-----------------|----------------------------|
|                                                  |                                                   |                         | Code               | V                                                                        | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Options<br>(right to<br>buy) <u>(1)</u> | \$ 7.45                                           | 05/20/2011              | A                  |                                                                          | 1,000,000        |     | <u>(1)</u>          | 05/20/2021         | Common<br>Stock | 1,000,000                  |
| Stock<br>Options<br>(right to<br>buy) <u>(2)</u> | \$ 8.45                                           | 05/20/2011              | A                  |                                                                          | 600,000          |     | <u>(2)</u>          | 05/20/2021         | Common<br>Stock | 600,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer                 | Other |
| Corzine Jon S.<br>C/O MF GLOBAL HOLDINGS LTD.<br>717 FIFTH AVE, 9TH FLOOR<br>NEW YORK, NY 10022 | X             |           | CEO & Chairman of Board |       |

## Signatures

/s/ James Ho, by power of attorney  
05/24/2011

                     \*\*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).

Each stock option represents the right to purchase one share of common stock, par value \$1.00 per share, of MF Global Holdings Ltd. (each, a share of "Common Stock"). The stock options are subject to the terms and conditions of the MF Global Holdings Ltd. 2007

(1) Amended and Restated Long Term Incentive Plan, as amended (the "MF Global 2007 LTIP"). One-third of the share options will vest on each of the first, second and third anniversaries of the grant date (becoming fully vested on the third anniversary of the grant date). Each stock option becomes exercisable upon vesting.

(2) Each stock option represents the right to purchase one share of Common Stock. The stock options are subject to the terms and conditions of the MF Global 2007 LTIP. One-third of the share options will vest on each of the second, third and fourth anniversaries of the grant date (becoming fully vested on the fourth anniversary of the grant date). Each stock option becomes exercisable upon vesting.

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.