

KNIGHT CAPITAL GROUP, INC.  
Form 4  
February 17, 2006

**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)  
02/15/2006

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 Beneficial Ownership (Instr. 4) |   |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |              |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |              |
| Class A Common Stock            | 02/15/2006                           |  | S <sup>(1)</sup>               | 20,000  | D   | \$ 12.5  | 1,058,206   | I | Family Trust |
| Class A Common Stock            | 02/15/2006                           |  | S <sup>(1)</sup>               | 9,960   | D   | \$ 12.51   | 1,048,246   | I | Family Trust |
| Class A Common Stock            | 02/15/2006                           |  | S <sup>(1)</sup>               | 9,200   | D   | \$ 12.54   | 1,039,046   | I | Family Trust |

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|  |            |  |                  |        |   |             |           |   |                 |
|--|------------|--|------------------|--------|---|-------------|-----------|---|-----------------|
| Class A<br>Common<br>Stock                             | 02/15/2006 |  | S <sup>(1)</sup> | 800    | D | \$<br>12.55 | 1,038,246 | I | Family<br>Trust |
| Class A<br>Common<br>Stock                             | 02/15/2006 |  | S <sup>(1)</sup> | 10,000 | D | \$<br>12.58 | 1,028,246 | I | Family<br>Trust |
| Class A<br>Common<br>Stock                             | 02/15/2006 |  | S <sup>(1)</sup> | 40     | D | \$<br>12.59 | 1,028,206 | I | Family<br>Trust |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) |            |  |                  |        |   |             | 1,878     | D |                 |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported) |            |  |                  |        |   |             | 1,496     | I | Family          |
| Class A<br>Common<br>Stock<br>(Previously<br>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.**

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(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<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

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

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Robert M.<br>Lazarowitz        | 02/17/2006 |
| **Signature of Reporting<br>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) Transactions executed in accordance with previously disclosed Rule 10b5-1 trading plans.

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.