

MACDONALD JOHN R
Form 4
April 06, 2011

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 *
MACDONALD JOHN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MF GLOBAL HOLDINGS LTD., 717 FIFTH AVENUE, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2011

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Head of Retail

(Street)
NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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		
Common Shares, par value \$1.00 per share	04/02/2011		M ⁽²⁾	166,667	A	\$ 0 (2)	474,680	D
Common Shares, par value \$1.00 per share	04/04/2011 ⁽³⁾		F ⁽³⁾	61,963	D	\$ 8.72	412,717	D

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units ⁽¹⁾	<u>(1)</u>	04/02/2011		M	166,667	<u>(1)</u>	<u>(1)</u>	Common Shares	166,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACDONALD JOHN R C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022			Head of Retail	

Signatures

/s/ Jacqueline Giammarco, by power of attorney
Date: 04/05/2011

 **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).
- (1) Each restricted share unit represents a contingent right to receive one common share, par value \$1.00 per share, of MF Global Holdings Ltd. (each, a "Common Share") and is subject to the terms and conditions of the MF Global Holdings Ltd. Amended and Restated 2007 Long Term Incentive Plan, as amended. These restricted share units were granted on April 2, 2008. One-third of the restricted share units (166,667) vested on April 2, 2009, and one-third of the restricted share units (166,666) vested on April 2, 2010. The balance (166,667) vested on the third anniversary of the grant date and this transaction is reported herein. Vested restricted share units are delivered upon vesting, except in certain limited circumstances described in the award agreement.
- (2) The Common Shares were acquired upon vesting of restricted share units granted on April 2, 2008.
- (3) Payment of tax liability by withholding common shares incident to the vesting of restricted share units in accordance with Rule 16b-3. Because the company and the stock markets were closed on Saturday, April 2, 2011, withholding of tax liability was determined based on

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closing price of Common Shares on next business day.

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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