

Habib Mitchell  
Form 3  
January 25, 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 \*

Â Habib Mitchell  
(Last) (First) (Middle)

770 BROADWAY  
(Street)

NEW YORK, Â NY Â 10003

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
01/25/2011

3. Issuer Name **and** Ticker or Trading Symbol  
Nielsen Holdings N.V. [NLSN]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer \_\_\_ Other  
(give title below) (specify below)  
EVP, Global Business Services

5. 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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

Common Stock

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

165,011 <sup>(1)</sup>

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

D Â

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### 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)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

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)

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				Shares		(I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â (2)	02/02/2017	Common Stock	210,937	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (3)	02/02/2017	Common Stock	170,859	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (2)	02/02/2017	Common Stock	35,156	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (4)	02/02/2017	Common Stock	28,477	\$ 32	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Habib Mitchell 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â EVP, Global Business Services	Â

## Signatures

/s/ Harris Black, authorized signatory 01/25/2011

\_\_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).
- (1) 41,667 of these shares of common stock of the Issuer are in the form of restricted stock units, which will vest in two equal installments on December 31, 2011 and 2012.
- (2) Represents options to purchase shares of common stock of the Issuer, of which 81% are vested and the remaining 19% will vest on December 31, 2011.
- (3) Represents options to purchase shares of common stock of the Issuer, of which 10,547 vested on the grant date (December 31, 2006), 40,078 vested on December 31, 2007 and 40,078 vested on December 31, 2009. An additional 40,078 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 40,078 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.
- (4) Represents options to purchase shares of common stock of the Issuer, of which 1,758 vested on the grant date (December 31, 2006), 6,680 vested on December 31, 2007 and 6,680 vested on December 31, 2009. An additional 6,680 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 6,679 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:

ExhibitÂ List:Â ExhibitÂ 24Â -Â ConfirmingÂ Statement

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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