

Nielsen Holdings N.V.  
Form 4  
October 29, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Charlton Jeffrey

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Nielsen Holdings N.V. [NLSN]

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

10/25/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP &amp; Corporate Controller

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/25/2013		M	32,813 A	\$ 16 46,569.56	D	
Common Stock	10/25/2013		M	20,343 A	\$ 16 66,912.56	D	
Common Stock	10/25/2013		S	53,156 D	\$ 39.03 (1) 13,765.56	D	
Common Stock	10/25/2013		M	5,469 A	\$ 32 19,234.56	D	
Common Stock	10/25/2013		M	3,390 A	\$ 32 22,624.56	D	

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Common Stock	10/25/2013	S	8,859	D	\$ 39.09 (2)	13,765.56	D
Common Stock	10/25/2013	M	10,000	A	\$ 30.19	23,765.56	D
Common Stock	10/25/2013	S	10,000	D	\$ 39.001 (3)	13,765.56	D
Common Stock	10/25/2013	M	3,750	A	\$ 27.98	17,515.56	D
Common Stock	10/25/2013	S	3,750	D	\$ 39.072 (4)	13,765.56	D

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

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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 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
Options to Purchase Common Stock	\$ 16	10/25/2013		M	32,813	<u>(5)</u>	02/02/2017	Common Stock	32,813
Options to Purchase Common Stock	\$ 16	10/25/2013		M	20,343	<u>(6)</u>	02/02/2017	Common Stock	20,343
Options to Purchase Common	\$ 32	10/25/2013		M	5,469	<u>(5)</u>	02/02/2017	Common Stock	5,469

Stock

Options  
to

Purchase	\$ 32	10/25/2013	M	3,390	<u>(7)</u>	02/02/2017	Common Stock	3,390
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Options  
to

Purchase	\$ 30.19	10/25/2013	M	10,000	<u>(8)</u>	05/11/2018	Common Stock	10,000
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Options  
to

Purchase	\$ 27.98	10/25/2013	M	3,750	<u>(9)</u>	07/26/2019	Common Stock	3,750
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## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Charlton Jeffrey 770 BROADWAY NEW YORK, NY 10003	SVP & Corporate Controller

## Signatures

/s/ Harris Black, authorized  
signatory

10/29/2013

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39 to \$39.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39.02 to \$39.115, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39 to \$39.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39.01 to \$39.125, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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forth above.

- (5) Represents options to purchase shares of common stock of the Issuer, of which 81% were vested as of January 25, 2011 and the remaining 19% vested on December 31, 2011.  
Represents options to purchase shares of common stock of the Issuer, of which 1,641 vested on the grant date (December 31, 2006), 6,234 vested on December 31, 2007, 6,234 vested on December 31, 2009 and 6,235 vested on December 31, 2012. The remaining 6,234 will vest on December 31, 2013.
- (6) Represents options to purchase shares of common stock of the Issuer, of which 273 vested on the grant date (December 31, 2006), 1,039 vested on December 31, 2007, 1,039 vested on December 31, 2009 and 1,039 vested on December 31, 2012. The remaining 1,039 will vest on December 31, 2013.
- (7) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (May 11, 2011).
- (8) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (July 26, 2012).
- (9)

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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