Amoruso Leonard J Form 4 February 03, 2009

FORM 4

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

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31,

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Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Amoruso Leonard J			2. Issuer Name and Ticker or Trading Symbol KNIGHT CAPITAL GROUP, INC. [NITE]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(Mor				Date of Earliest Transaction Month/Day/Year) 01/31/2009				Director 10% Owner Officer (give title Other (specify below)			
				ndment, Da	_			6. Individual or Joint/Group Filing(Check				
JERSEY CI	Filed(Month/Day/Year)					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 (Month/Day/Y	eemed ion Date, if n/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Ir Form: Direct B (D) or O	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Restricted Stock Units	01/31/2009			A	38,044		\$ 18.4	38,044	D			
Restricted Class A Common Stock	01/31/2009			F	8,888	D	\$ 18.4	36,322	D			
Class A Common Stock								38,516	D			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	or	
									Number	
				~					of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Amoruso Leonard J KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310

Sr. Man. Dir.& General Counsel

Signatures

/s/ Leonard J. 02/03/2009 Amoruso

**Signature of Reporting 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).

Restricted stock units granted pursuant to the Knight Capital Group, Inc. 2006 Equity Incentive Plan. Each restricted stock unit represents (1) a contingent right to receive one share of the Class A Common Stock of the Issuer. The restricted stock units shall vest in three equal installments on January 31, 2010, 2011 and 2012, respectively.

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.

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