

Nielsen Holdings N.V.
Form 4
November 06, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KASH ARVIN

(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)
11/04/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	Price	
Common Stock	11/04/2013		S	10,000	D	\$ 39.9178 (1)	66,321.72 D
Common Stock	11/04/2013		M	26,778	A	\$ 16	93,099.72 D
Common Stock	11/04/2013		S(2)	26,778	D	\$ 39.88 (3)	66,321.72 D
Common Stock	11/05/2013		M	14,237	A	\$ 16	80,558.72 D
Common Stock							37,104 I
							By Trust (4)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 16	11/04/2013		M	26,778	<u>(5)</u> 05/26/2019	Common Stock	26,778	
Options to Purchase Common Stock (right to buy)	\$ 16	11/05/2013		M	14,237	<u>(5)</u> 05/26/2019	Common Stock	14,237	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASH ARVIN 770 BROADWAY NEW YORK, NY 10003			Vice Chairman	

Signatures

/s/ Harris Black, authorized signatory
11/06/2013

**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).

The price reported in this Form 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39.80 to

(1) \$40.03, inclusive. The reporting person undertakes to provide to 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

The price reported in this Form 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$39.71 to

(3) \$40.02, inclusive. The reporting person undertakes to provide to 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.

These securities are held by a trust for the benefit of the Reporting Person's daughter over which the Reporting Person may have

(4) investment discretion. The Reporting Person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest.

(5) Represents options to purchase shares of common stock of the Issuer, of which 49,218 are vested. An additional 8,203 will vest on December 31, 2013. The remaining 8,203 will vest on December 31, 2014.

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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