

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

(Last) (First) (Middle)

C/O MF GLOBAL HOLDINGS LTD., 717 FIFTH AVENUE, 9TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

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)  
Head of Retail

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) |   |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|   |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Shares, par value \$1.00 per share | 04/02/2011                           |  | M <sup>(2)</sup>               | 166,667   | A   | \$ 0<br>(2)  | 474,680   | D |
| Common Shares, par value \$1.00 per share | 04/04/2011 <sup>(3)</sup>            |  | F <sup>(3)</sup>               | 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 <sup>(1)</sup>      | <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<br>C/O MF GLOBAL HOLDINGS LTD.<br>717 FIFTH AVENUE, 9TH FLOOR<br>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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