

Nielsen Holdings N.V.
Form 4
March 28, 2012

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

OMB APPROVAL

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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 *
KILTS JAMES M

(Last) (First) (Middle)

C/O CENTERVIEW CAPITAL HOLDINGS LLC, 31 WEST 52ND STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2012

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)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/26/2012		S		365,317 <u>(1)</u>	D	\$ 29.1156 <u>(2)</u>	2,211,375	I	See footnotes (1) (3) (4)
Common Stock	03/26/2012		S		17,724 <u>(1)</u>	D	\$ 29.1156 <u>(2)</u>	107,287	I	See footnotes (1) (3) (5)
Common Stock	03/26/2012		S		95,759 <u>(1)</u>	D	\$ 29.1156 <u>(2)</u>	579,665	I	See footnotes (1) (3) (6)

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

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- (4) The securities are attributable to Centerview Capital, L.P. through its ownership of securities of Luxco.
- (5) The securities are attributable to Centerview Employees, L.P. through its ownership of securities of Luxco.
- (6) The securities are attributable to Centerview VNU LLC through its ownership of securities of Luxco.

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