CALHOUN DAVID L

Form 4 May 31, 2013

FORM 4

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

SECURITIES

OMB APPROVAL OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

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

obligations

Expires: 2005 Estimated average

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

burden hours per response... 0.5

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Ad CALHOUN	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol Nielsen Holdings N.V. [NLSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
770 BROADWAY			05/29/2013	X Officer (give title Other (specify below)		
				Chief Executive Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NEW YORK, NY 10003				_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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Ownership Security (Month/Day/Year) Execution Date, if Transactiomr Disposed of (D) Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 05/29/2013 M 150,000 Α \$ 16 915,910 D Stock \$ Common $S^{(1)}$ 05/29/2013 34.23 150,000 D 765,910 D Stock (2) Common 05/30/2013 M 150,000 A \$ 16 915,910 D Stock Common \$ 33.9 05/30/2013 $S^{(1)}$ 150,000 765,910 D D Stock (3) Common 05/31/2013 M 33,332 \$ 16 799,242 D Α

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Common Stock	05/31/2013	S(1)	33,332	D	\$ 33.55 (4)	765,910	D	
Common Stock						484,090	I	By Trusts (5)

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)			ivative Expiration Date urities (Month/Day/Year) quired (A) or posed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Options to purchase Common Stock	\$ 16	05/29/2013		M		150,000	<u>(6)</u>	11/22/2016	Common Stock	150,000
Options to purchase Common Stock	\$ 16	05/30/2013		M		150,000	<u>(6)</u>	11/22/2016	Common Stock	150,000
Options to purchase Common Stock	\$ 16	05/31/2013		M		33,332	<u>(6)</u>	11/22/2016	Common Stock	33,332

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
CALHOUN DAVID L 770 BROADWAY	X		Chief Executive Officer					

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NEW YORK, NY 10003

Signatures

/s/ Harris Black, authorized signatory

05/31/2013

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$33.97 to \$34.77, 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 ranges set forth in footnotes (2), (3) and (4) to this Form.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.71 to \$34.11, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.50 to \$33.75, inclusive.
- The securities are held by various trusts for the benefit of the reporting person and his family members as to which the reporting person or (5) his wife is the trustee. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
- (6) Represents options to purchase shares of common stock of the Issuer, 81% of which vested at the time of the Issuers' initial public offering and 19% which vested on December 31, 2011.

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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