

MACDONALD JOHN R  
Form 4  
June 14, 2011

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
06/10/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Global Head of Retail

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|---|---|--|--|---|
|   |   |   | Code                                    | V   | Amount   | (A)<br>or<br>(D)   | Price                                   |
| Common<br>Stock, par<br>value \$1.00<br>per share | 06/10/2011                              |   | M                                       |   | 56,306   | A  | \$ 0<br>(1)                             |
| Common<br>Stock, par<br>value \$1.00<br>per share | 06/10/2011                              |   | F(2)                                    |   | 26,024   | D  | \$<br>7.24                              |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.              |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units <sup>(3)</sup>         | <u>(3)</u>  | 06/10/2011                              |   | M                                       |  | 56,306   |     | <u>(3)</u>  | <u>(3)</u>         | Common<br>Stock | 56,306                              |

## 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 | Global Head of Retail            |

## Signatures

/s/ James Ho, by power of attorney 06/14/2011

\_\_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) The shares of common stock, par value \$1.00 per share ("Common Stock"), were acquired upon vesting of restricted stock units granted on June 10, 2009.

(2) Payment of tax liability by withholding Common Stock incident to the vesting of restricted share units in accordance with Rule 16b-3.

Each restricted stock unit represents a contingent right to receive one share of Common Stock of MF Global Holdings Ltd. (the "Company"). The restricted stock units are subject to the terms and conditions of the Company's Amended and Restated 2007 Long Term

(3) Incentive Plan, as amended. These restricted stock units were granted on June 10, 2009. Approximately one-third of the restricted stock units issued in 2009 vested on June 10, 2011, and the balance will vest on the third anniversary of the grant date. Common Stock will be delivered upon vesting, except in certain limited circumstances described in the award agreement.

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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