

Ferber Laurie R.
Form 4
August 03, 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 *
Ferber Laurie 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)

08/01/2011

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)

General Counsel

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 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)
Common Stock, par value \$1.00 per share	08/01/2011		M	22,147 A	\$ 0 (1) 72,495	D	
Common Stock, par value \$1.00 per share	08/01/2011		F(2)	10,236 D	\$ 7.38 62,259	D	
Common Stock, par value \$1.00					500	I	By spouse

per share

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)	8. Amount or Number of Shares
Restricted Stock Units ⁽³⁾	<u>(3)</u>	08/01/2011		M	22,147	<u>(3)</u> <u>(3)</u>	Common Stock	22,147

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferber Laurie R. C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022			General Counsel	

Signatures

/s/ James Y. Ho, by power of attorney 08/03/2011

__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 July 31, 2009.
- (2) Payment of tax liability by withholding Common Stock incident to the vesting of restricted share units in accordance with Rule 16b-3.
- (3)

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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 Incentive Plan, as amended. These restricted stock units were granted on July 31, 2009. The restricted stock units vest ratably over three years on the anniversary of the grant. The balance of the July 31, 2009 grant will vest on the third anniversary, July 31, 2012. Common Stock will be delivered upon vesting, except in certain limited circumstances described in the award agreement. Because July 31, 2011 was a Sunday, vesting is deemed to have occurred on the next business day, August 1.

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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