

Nielsen Holdings N.V.
Form 4
February 28, 2014

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 *
Habib Mitchell

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS
N.V., 85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2014

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)

Chief Operating Officer

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)	(A) or (D)	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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	02/20/2014		D		9,141	D <u>(1)</u>	42,275.39	D
Common Stock	02/26/2014		M		40,078	A \$ 16	82,353.39	D
Common Stock	02/26/2014		S		40,078	D <u>(2)</u>	42,275.39	D
Common Stock	02/26/2014		M		6,680	A \$ 32	48,955.39	D
Common Stock	02/26/2014		S		6,680	D \$ 46.44	42,275.39	D

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(3)

Common Stock	82,000	I	See Footnote (4)
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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Options to Purchase Common Stock (right to buy)	\$ 16	02/26/2014		M	40,078	(5) 02/02/2017	Common Stock	40,078
Options to Purchase Common Stock (right to buy)	\$ 32	02/26/2014		M	6,680	(6) 02/02/2017	Common Stock	6,680

Reporting Owners

Reporting Owner Name / Address	Relationships
Habib Mitchell C/O NIELSEN HOLDINGS N.V. 85 BROAD STREET	Director 10% Owner Officer Chief Operating Officer

NEW YORK, NY 10004

Signatures

/s/ Harris Black, Authorized
Signatory

02/28/2014

__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) Reflects the cancellation of the restricted shares granted to the reporting person on February 10, 2014, which represented 25% of the award earned by the reporting person under the issuer's Annual Incentive Plan with respect the 2013 performance year. In connection with the reporting person's separation arrangements with the issuer, the issuer will instead pay the reporting person such 25% portion of the annual incentive award in cash, which is equal to \$412,500.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.11 to \$46.44, 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 range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.43 to \$46.47, 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 range set forth above.

(4) These shares of common stock are held through a limited liability company of which the reporting person is a manager. The reporting person disclaims beneficial ownership of the securities held by this limited liability company except to the extent of his pecuniary interest therein.

(5) Represents options to purchase shares of common stock of the Issuer, of which 10,547 vested on the grant date (December 31, 2006) and 40,078 vested on each of December 31, 2007, 2009, 2012 and 2013.

(6) Represents options to purchase shares of common stock of the Issuer, of which 1,758 vested on the grant date (December 31, 2006) and 6,680 vested on each of December 31, 2007, 2009, 2012 and 2013.

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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