

Nielsen N.V.
Form 4
February 20, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Charlton Jeffrey

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

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)

SVP & Corporate Controller

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2015		M		6,234	A	\$ 16
							20,982.31
Common Stock	02/18/2015		S		6,234	D	\$ 45.03
							14,748.31
							<u>(1)</u>
Common Stock	02/18/2015		M		1,039	A	\$ 32
							15,787.31
Common Stock	02/18/2015		S		1,039	D	\$ 45
							14,748.31
							<u>(2)</u>
Common Stock	02/18/2015		M		2,375	A	\$ 36.56
							17,123.31

Edgar Filing: Nielsen N.V. - Form 4

Common Stock	02/18/2015	S	2,375	D	\$ <u>(3)</u>	14,748.31	D
Common Stock	02/18/2015	M	5,000	D	\$ 30.19	19,748.31	D
Common Stock	02/18/2015	S	5,000	D	\$ <u>(1)</u>	14,748.31	D
Common Stock	02/18/2015	M	3,750	D	\$ 27.98	18,498.31	D
Common Stock	02/18/2015	S	3,750	D	\$ 45 <u>(4)</u>	14,748.31	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	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
Options to Purchase Common Stock	\$ 16	02/18/2015		M	6,234	<u>(5)</u> 02/02/2017	Common Stock	6,234
Options to Purchase Common Stock	\$ 32	02/18/2015		M	1,039	<u>(5)</u> 02/02/2017	Common Stock	1,039
Options to Purchase	\$ 36.56	02/18/2015		M	2,375	<u>(6)</u> 09/25/2020	Common Stock	2,375

Edgar Filing: Nielsen N.V. - Form 4

Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (September 25, 2013).

- (7) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (May 11, 2011).
- (8) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over four years beginning one year after the grant date (July 26, 2012).

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.