

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-11**
SEC Accession No. **0001181431-04-039982**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

VOETSCH GREGORY C

CIK: **1235143**

Type: **4** | Act: **34** | File No.: **001-14223** | Film No.: **04970676**

Business Address
525 WASHINGTON BLVD
23RD FLOOR
JERSEY CITY NJ 07310
2015576935

ISSUER

KNIGHT TRADING GROUP INC

CIK: **1060749** | IRS No.: **223689303** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address
NEWPORT TOWER, 29TH
FLOOR
525 WASHINGTON BLVD
NEW JERSEY CITY NJ 07310

Business Address
NEWPORT TOWER 29TH FL
525 WASHINGTON BLVD
JERSEY CITY NJ 07310
2012229400

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person VOETSCH GREGORY C			2. Issuer Name and Ticker or Trading Symbol KNIGHT TRADING GROUP INC [NITE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
KNIGHT TRADING GROUP, INC., 525 WASHINGTON BOULEVARD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) JERSEY CITY, NJ 07310								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/11/2004		M		120,000	A	\$3.64	413,586	D	
Class Common Stock	08/11/2004		S		110,000	D	\$9.04	303,586	D	
Class A Common Stock	08/11/2004		S		10,000	D	\$9.05	293,586	D	
Restricted Class A Common Stock (Previously Reported)								443,934	D	
Class A Common Stock (Previously Reported)								13,200	I	Immediate Family

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)(Previously Reported)	\$3.64	08/11/2004		M		120,000		09/12/2003 ⁽¹⁾	09/12/2007	Class A Common Stock	120,000	\$3.64	380,000 ⁽¹⁾	D	
Stock Option (Right to Buy)(Previously Reported)	\$5.2							01/31/2004 ⁽²⁾	01/31/2008	Class A Common Stock	263,542		263,542 ⁽²⁾	D	

Explanation of Responses:

1. 1/3 of the option grant can be exercised upon each anniversary of the grant date: 09/12/02.
2. 1/3 of the option grant can be exercised upon each anniversary of the grant date: 01/31/04.

Signatures

/s/ Gregory C. Voetsch

** Signature of Reporting Person

08/12/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.