

Nielsen N.V.
Form 4
August 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
Barns Dwight

(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)
08/07/2015

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)

Chief Executive 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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/07/2015		M		4,499 A \$ 16		143,343.32 D
Common Stock	08/07/2015		M		7,461 A \$ 32		150,804.32 D
Common Stock	08/07/2015		S ⁽¹⁾		11,960 D \$ 46.34		138,844.32 D
Common Stock	08/10/2015		M		2,247 A \$ 16		141,091.32 D
Common Stock	08/10/2015		M		2,274 A \$ 32		143,365.32 D

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Common Stock 08/10/2015 S⁽¹⁾ 876 D \$ 47.28 142,489.32 D

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

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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 (right to buy)	\$ 16	08/07/2015		M	4,499	<u>(2)</u> 03/05/2017	Common Stock	4,499
Options to purchase common stock (right to buy)	\$ 32	08/07/2015		M	7,461	<u>(2)</u> 03/05/2017	Common Stock	7,461
Options to purchase common stock (right to buy)	\$ 16	08/10/2015		M	1,735	<u>(2)</u> 03/05/2017	Common Stock	1,735
Options to purchase	\$ 16	08/10/2015		M	512	<u>(2)</u> 03/05/2017	Common Stock	512

common
stock
(right to
buy)

Options
to
purchase
common
stock
(right to
buy)

\$ 32	08/10/2015	M	1,235	<u>(2)</u>	03/05/2017	Common Stock	1,235
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Options
to
purchase
common
stock
(right to
buy)

\$ 32	08/10/2015	M	1,039	<u>(2)</u>	03/05/2017	Common Stock	1,039
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Barns Dwight
C/O NIELSEN N.V.
85 BROAD STREET
NEW YORK, NY 10004

Chief Executive Officer

Signatures

/s/Harris Black, Authorized
Signatory

08/11/2015

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) These options to purchase shares of common stock are currently vested and are exercisable.

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.