Edgar Filing: Stockman Michael - Form 4

Stockman M Form 4	Aichael											
May 24, 20	11											
FORM	14		CECU				NCE			PPROVAL		
Washington, D.C. 20549										3235-0287		
Check this box if no longer STATEMENT OF CHANCES IN DENEELCIAL OWNERSHIP OF									Expires:	January 31, 2005		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP									Estimated burden hou response	urs per		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the l	Public U		ding Co	npany	Act	nge Act of 1934, of 1935 or Section 940	·			
(Print or Type	Responses)											
1. Name and Stockman 1	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer						
				obal Hold	C	. [MF]	J	(Check all applicable)				
(Last)	(First) (Middle)		of Earliest T Day/Year)	ransaction			Director 10% Owner				
C/O MF G LTD., 717 FLOOR	(Month/Day/Year) 05/20/2011					Officer (give title Other (specify below) below) Chief Risk Officer & SVP						
(Street) 4.]				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
File NEW YORK, NY 10022				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securi	ities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date Instr. 3) any		Date, if	 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)) (Instr. 8) (Instr. 3, 4 and 5) (A) or 			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(D)	Price	(Instr. 5 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	curities bene	-		-	or indirectly.	ction of	SEC 1474		
information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.												
	Tab			curities Acq ls, warrants				Beneficially Owner securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities	De

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day,	/Year)	(Instr. 3 and	4)	So (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(1)	05/20/2011		А	16,779	<u>(1)</u>	<u>(1)</u>	Common Stock	16,779	

Reporting Owners

Reporting Owner Name / Address			Relationships		
FB	Director	10% Owner	Officer	Other	
Stockman Michael C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022			Chief Risk Officer & SVP		
Signatures					
/s/ James Ho, by power of attorney	05/24/20)11			
**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).

Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$1.00 per share ("Common Stock"), of MF Global Holdings Ltd. The restricted stock units are subject to the terms and conditions of the MF Global Holdings Ltd.

(1) Amended and Restated 2007 Long Term Incentive Plan, as amended. One-third of the restricted stock units will vest on each of the first, second and third anniversaries of the grant date (becoming fully vested on the third anniversary of the grant date). Vested restricted stock units will be delivered upon vesting, except in certain limited circumstances described in the award agreement.

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.

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