

Stock
(Previously
Reported)

Restricted
Class A
Common
Stock
(Previously
Reported)

316,270 D

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOYCE THOMAS M KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310			Chairman & CEO	

Signatures

/s/ Thomas M. Joyce 07/18/2008

**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).

Amount reported is average purchase price occurring within one dollar price range. Price breakdown: 200 shares at \$13.80; 100 shares at \$13.90; 100 shares at \$13.95; 100 shares at \$14.03; 100 shares at \$14.02; 100 shares at \$14.11; 100 shares at \$14.10; 100 shares at \$14.13; 200 shares at \$14.20; 100 shares at \$14.09; 200 shares at \$14.21; 843 shares at \$14.42; 157 shares at \$14.43; 100 shares at \$14.46; 200 shares at \$14.25; 700 shares at \$14.37; 300 shares at \$14.34; 200 shares at \$14.45; 400 shares at \$14.38; 300 shares at \$14.39; 100 shares at \$14.48; 300 shares at \$14.44; 200 shares at \$14.47; 200 shares at \$14.31; 100 shares at \$14.40; 200 shares at \$14.36; 200 shares at \$14.33; 800 shares at \$14.27; 500 shares at \$14.26; 100 shares at \$14.2375; 100 shares at \$14.19; 700 shares at \$14.30; 300 shares at \$14.29; 200 shares at \$14.28; 300 shares at \$14.23; 800 shares at \$14.22; and 300 shares at \$14.17.

(1) \$14.46; 200 shares at \$14.25; 700 shares at \$14.37; 300 shares at \$14.34; 200 shares at \$14.45; 400 shares at \$14.38; 300 shares at \$14.39; 100 shares at \$14.48; 300 shares at \$14.44; 200 shares at \$14.47; 200 shares at \$14.31; 100 shares at \$14.40; 200 shares at \$14.36; 200 shares at \$14.33; 800 shares at \$14.27; 500 shares at \$14.26; 100 shares at \$14.2375; 100 shares at \$14.19; 700 shares at \$14.30; 300 shares at \$14.29; 200 shares at \$14.28; 300 shares at \$14.23; 800 shares at \$14.22; and 300 shares at \$14.17.

(2) Filer undertakes to provide to the SEC, the Issuer, or a security holder full information pertaining to the number of shares purchased at each separate price.

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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