

Nielsen N.V.
Form 4
August 25, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CUMINALE JAMES W

(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)

08/21/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/21/2014		M	25,312 A	\$ 32 106,030.68	D	
Common Stock	08/21/2014		M	21,250 A	\$ 32 127,280.68	D	
Common Stock	08/21/2014		M	12,500 A	\$ 18.4 139,780.68	D	
Common Stock	08/21/2014		S	59,062 D	\$ 48.374 80,718.68	D	
Common Stock	08/22/2014		M	23,087 A	\$ 16 103,805.68	D	

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Common Stock	08/22/2014	M	8,100	A	\$ 32	111,905.68	D	
Common Stock	08/22/2014	M	32,452	A	\$ 18.4	144,357.68	D	
Common Stock	08/22/2014	M	23,692	A	\$ 30.19	168,049.68	D	
Common Stock	08/22/2014	S	87,331	D	\$ 47.692 (2)	80,718.68	D	
Common Stock						16,497	I	By GRATs (3)
Common Stock						12,340	I	By Trust (4)

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

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(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	\$ 32	08/21/2014		M	25,312	(5) 02/02/2017	Common Stock	25,312
Options to Purchase common stock	\$ 32	08/21/2014		M	21,250	(6) 02/02/2017	Common Stock	21,250
Options to Purchase	\$ 18.4	08/21/2014		M	12,500	(6) 03/18/2020	Common Stock	12,500

common
stock

Options
to

Purchase	\$ 16	08/22/2014	M	23,087	<u>(6)</u>	02/02/2017	Common Stock	23,087
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common
stock

Options
to

Purchase	\$ 32	08/22/2014	M	8,100	<u>(6)</u>	02/02/2017	Common Stock	8,100
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common
stock

Options
to

Purchase	\$ 18.4	08/22/2014	M	32,452	<u>(6)</u>	03/18/2020	Common Stock	32,452
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common
stock

Options
to

Purchase	\$ 30.19	08/22/2014	M	23,692	<u>(7)</u>	05/11/2018	Common Stock	23,692
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common
stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CUMINALE JAMES W C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004	Chief Legal Officer

Signatures

/s/ Harris Black, authorized
signatory

08/25/2014

 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.24 to \$48.76, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$47.50 to \$48.12, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set

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forth above.

- (3) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
- (4) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest.
- (5) Represents options to purchase shares of common stock, of which 1,562 vested on the grant date (December 31, 2006), 5,938 vested on December 31, 2007, 5,938 vested on December 31, 2009, 5,938 vested on December 31, 2012, and 5,937 vested on December 31, 2013.
- (6) Represents options to purchase shares of common stock of the Issuer, all of which are fully vested.
- (7) Represents options to purchase shares of common stock of the Issuer, which ratably vest in four installments over 4 years beginning one year after the grant date (May 11, 2011).

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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