

Nielsen N.V.
Form 4/A
July 30, 2014

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 *
FISHER ITZHAK

(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)
06/30/2014

4. If Amendment, Date Original Filed (Month/Day/Year)
07/01/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Global Business Develop.

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 Beneficial Ownership (Instr. 4)
Common Stock	06/30/2014		M	(A) or (D) 9,609 (1)	\$ 32 77,609 (1)	I	See Footnote (2)
Common Stock	06/30/2014		M	(A) or (D) 1,914 (1)	\$ 32 79,523 (1)	I	See Footnote (2)

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	\$ 32	06/30/2014		M	1,914	⁽³⁾ 06/04/2017	Common Stock	1,914
Options to Purchase Common Stock	\$ 32	06/30/2014		M	9,609	⁽⁴⁾ 06/04/2017	Common Stock	9,609

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER ITZHAK C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004			EVP, Global Business Develop.	

Signatures

/s/ Harris Black, authorized signatory

07/30/2014

__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).

- This amended Form 4 is being filed to (i) reflect the fact that the 11,523 options reported as exercised on the Form 4 filed on July 1, 2014
- (1) were exercised from two different tranches and (ii) correct the balance of securities outstanding following the transactions referenced herein.
 - (2) Held through a limited liability company, of which the reporting person and his spouse are members. The reporting person disclaims beneficial ownership of the securities held by this limited liability company except to the extent of his pecuniary interest therein.

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- Represents options to purchase shares of common stock of the Issuer, of which 1,563 vested on the grant date (June 4, 2007), 5,937
- (3) vested on December 31, 2007, 5,937 vested on December 31, 2009, 5,938 vested on December 31, 2012 and 5,937 vested on December 31, 2013.
- (4) Represents options to purchase shares of common stock of the Issuer, of which ratably 100% are vested.

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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