

Corzine Jon S.
Form 4
May 24, 2011

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 *
Corzine Jon S.

2. Issuer Name and Ticker or Trading Symbol
MF Global Holdings Ltd. [MF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MF GLOBAL HOLDINGS LTD., 717 FIFTH AVE, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of Board

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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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)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy) <u>(1)</u>	\$ 7.45	05/20/2011	A		1,000,000		<u>(1)</u>	05/20/2021	Common Stock	1,000,000
Stock Options (right to buy) <u>(2)</u>	\$ 8.45	05/20/2011	A		600,000		<u>(2)</u>	05/20/2021	Common Stock	600,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corzine Jon S. C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVE, 9TH FLOOR NEW YORK, NY 10022	X		CEO & Chairman of Board	

Signatures

/s/ James Ho, by power of attorney	05/24/2011
<u> </u> 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 stock option represents the right to purchase one share of common stock, par value \$1.00 per share, of MF Global Holdings Ltd. (each, a share of "Common Stock"). The stock options are subject to the terms and conditions of the MF Global Holdings Ltd. 2007
- (1) Amended and Restated Long Term Incentive Plan, as amended (the "MF Global 2007 LTIP"). One-third of the share options 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). Each stock option becomes exercisable upon vesting.
 - (2) Each stock option represents the right to purchase one share of Common Stock. The stock options are subject to the terms and conditions of the MF Global 2007 LTIP. One-third of the share options will vest on each of the second, third and fourth anniversaries of the grant date (becoming fully vested on the fourth anniversary of the grant date). Each stock option becomes exercisable upon vesting.
- 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.