

CUMINALE JAMES W

Form 5

January 23, 2013

**FORM 5****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).

Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
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2005  
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burden hours per  
response... 1.0

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

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

2. Issuer Name and Ticker or Trading  
Symbol  
Nielsen Holdings N.V. [NLSN]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2012

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 Reporting

(check applicable line)

\_\_\_\_X\_\_\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/06/2011	Â	G5 <sup>(1)</sup>	4,432	D	\$ 0	27,708 <sup>(4)</sup>	I	By GRATs <sup>(2)</sup>
Common Stock	06/06/2011	Â	G5 <sup>(1)</sup>	4,432	A	\$ 0	4,432	I	By Trust <sup>(3)</sup>
Common Stock	06/01/2012	Â	G <sup>(1)</sup>	7,908	D	\$ 0	19,800 <sup>(4)</sup>	I	By GRATs <sup>(2)</sup>
Common Stock	06/01/2012	Â	G <sup>(1)</sup>	7,908	A	\$ 0	12,340	I	By Trust <sup>(3)</sup>
	Â	Â	Â	Â	Â	Â	165,360 <sup>(4)</sup>	D	Â

Common  
Stock

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. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMINALE JAMES W 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â Chief Legal Officer	Â

## Signatures

/s/ Harris Black, authorized  
signatory

01/23/2013

\_\_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) Represents the transfer of securities from a terminating grantor retained annuity trust to a trust for which the Reporting Person's wife is the sole trustee and beneficiary.
- (2) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant.
- (3) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary.
- (4) Reflects annuity payments of an aggregate of 21,096 shares of common stock on June 6, 2011 and annuity payments of an aggregate of 9,264 shares of common stock on June 1, 2012 from the grantor retained annuity trusts to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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