

Mills James Connell
 Form 4
 March 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Mills James Connell

2. Issuer Name and Ticker or Trading Symbol
 GAIN Capital Holdings, Inc.
 [GCAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O GAIN CAPITAL HOLDINGS, INC., BEDMINSTER ONE, 135 ROUTE 202/206

03/01/2011

(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

BEDMINSTER, NJ 07921

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2011		A	V	\$ 7.62	300	D
Common Stock	03/01/2011		A	V	\$ 7.69	700	D
Common Stock	03/01/2011		A	V	\$ 7.7	4,700	D
Common Stock	03/01/2011		A	V	\$ 7.72	4,800	D
	03/01/2011		A	V		4,900	D

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Common Stock						\$ 7.73		
Common Stock	03/01/2011	A	100	A	\$ 7.74	5,000	D	
Common Stock	03/01/2011	A	100	A	\$ 7.75	5,100	D	
Common Stock	03/01/2011	A	100	A	\$ 7.81	5,200	D	
Common Stock	03/01/2011	A	300	A	\$ 7.84	5,500	D	
Common Stock	03/01/2011	A	5,600	A	\$ 7.85	11,100	D	
Common Stock	03/01/2011	A	900	A	\$ 7.88	12,000	D	
Common Stock	03/01/2011	A	100	A	\$ 7.89	12,100	D	
Common Stock	03/01/2011	A	21,000	A	\$ 7.9	33,100	D	
Common Stock	03/02/2011	A	900	A	\$ 7.83	34,000	D	
Common Stock	03/02/2011	A	2,100	A	\$ 7.95	36,100	D	
Common Stock	03/02/2011	A	18,200	A	\$ 8	54,300	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 (Instr. 6)
							Title		

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mills James Connell C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER ONE, 135 ROUTE 202/206 BEDMINSTER, NJ 07921	X			

Signatures

/s/ James C. Mills 03/03/2011

**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).

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.