Nielsen N.V. Form 4 August 11, 2015

FORM 4

Form 5

obligations

may continue.

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

Check this box if no longer subject to Section 16. Form 4 or

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 See Instruction

1(b).

Stock

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol Nielsen N.V. [NLSN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O NIELS STREET	Date of Earliest Transaction Month/Day/Year) 8/07/2015				Director 10% Owner Selfow)					
(Street) 4. If Ame Filed(Mon				oate Origina ar)	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	able I - Non-	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code		sposed	d of (D)	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	08/07/2015		M	4,499	A	\$ 16	143,343.32	D		
Common Stock	08/07/2015		M	7,461	A	\$ 32	150,804.32	D		
Common Stock	08/07/2015		S(1)	11,960	D	\$ 46.34	138,844.32	D		
Common Stock	08/10/2015		M	2,247	A	\$ 16	141,091.32	D		
Common Stock	08/10/2015		M	2,274	A	\$ 32	143,365.32	D		

OMB APPROVAL

3235-0287

January 31,

2005

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Common Stock 08/10/2015 $S_{\underline{(1)}}$ 876 D \$ 142,489.32 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock (right to buy)	\$ 16	08/07/2015		M	4,499	<u>(2)</u>	03/05/2017	Common Stock	4,499
Options to purchase common stock (right to buy)	\$ 32	08/07/2015		M	7,461	(2)	03/05/2017	Commom Stock	7,461
Options to purchase common stock (right to buy)	\$ 16	08/10/2015		M	1,735	(2)	03/05/2017	Common Stock	1,735
Options to purchase	\$ 16	08/10/2015		M	512	(2)	03/05/2017	Common Stock	512

common stock (right to buy)								
Options to purchase common stock (right to buy)	\$ 32	08/10/2015	M	1,235	(2)	03/05/2017	Common Stock	1,235
Options to purchase common stock (right to buy)	\$ 32	08/10/2015	M	1,039	(2)	03/05/2017	Common Stock	1,039

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Barns Dwight C/O NIELSEN N.V. 85 BROAD STREET			Chief Executive Officer				
NEW YORK, NY 10004							

Signatures

/s/Harris Black, Authorized
Signatory 08/11/2015

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) These options to purchase shares of common stock are currently vested and are exercisable.

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.

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