

Connolly Thomas
Form 4
June 01, 2011

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Connolly Thomas

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2011

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 below) ____ Other (specify below)
Global Head of Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock, par value \$1.00 per share	05/27/2011		M	30,698	A \$ 0 (1)	38,418	D
Common Stock, par value \$1.00 per share	05/27/2011		F(2)	11,118	D \$ 7.62	28,300 (3)	D

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	(4)	05/27/2011		M	30,698	(4)	(4)	Common Stock	30,698

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Connolly Thomas C/O MF GLOBAL HOLDINGS LTD. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022	Global Head of Human Resources

Signatures

/s/ James Ho, by power of attorney 06/01/2011

__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).
- (1) The shares of common stock, par value \$1.00 per share ("Common Stock"), were acquired upon vesting of restricted stock units granted on May 27, 2010.
- (2) Payment of tax liability by withholding Common Stock incident to the vesting of restricted share units in accordance with Rule 16b-3.
- (3) Includes 1,000 shares of Common Stock purchased pursuant to the Employee Stock Purchase Plan, as amended, of MF Global Holdings Ltd. (the "Company"), 500 shares of which were purchased on June 30, 2010, and 500 of which were purchased on December 31, 2010.
- (4) Each restricted stock unit represents a contingent right to receive one share of Common Stock of the Company. The restricted stock units are subject to the terms and conditions of the Company's Amended and Restated 2007 Long Term Incentive Plan, as amended. These restricted stock units were granted on May 27, 2010. Approximately one-third of the restricted stock units vested on May 27, 2011, and

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one-half of the balance will vest on each of the second and third anniversaries of the grant date (becoming fully vested on the third anniversary of the grant date). Common Stock will be delivered upon vesting, except in certain limited circumstances described in the award agreement.

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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