

O'Brien Kenneth William
Form 4
October 05, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Brien Kenneth William

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)
10/03/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP, Int'l Operations

C/O GAIN CAPITAL HOLDINGS,
INC., 135 U.S. HIGHWAY 202/206

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock ⁽¹⁾	10/03/2011		M		5,000	A	\$ 1.99	12,622 ⁽³⁾ ⁽⁴⁾ D
Common Stock ⁽²⁾	10/03/2011		S		5,000	D	\$ 5.77	7,622 ⁽³⁾ ⁽⁴⁾ D

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)

Edgar Filing: O'Brien Kenneth William - Form 4

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 (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 or Value of Derivative Security (Instr. 3)
Stock Option (Right to Buy)	\$ 1.99	10/03/2011		M	5,000	(5) (5)	Common Stock	5,000 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Kenneth William C/O GAIN CAPITAL HOLDINGS, INC. 135 U.S. HIGHWAY 202/206 BEDMINSTER, NJ 07921			Sr VP, Int'l Operations	

Signatures

/s/ Kenneth
O'Brien 10/05/2011

**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).

- Reflects shares acquired upon exercise of stock options listed in Table II below pursuant to a sales plan dated June 3, 2011, which complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended.
- The shares were sold pursuant to the June 3, 2011 sales plan.
- Includes 6000 shares acquired through a restricted stock award on March 23, 2011. Such shares ratably vest 25% per year on each of the first four anniversaries of the grant date. As of the date of this report, 0 shares are vested and 6000 remain unvested.
- Includes 1,622 shares acquired on July 1, 2011 through an employee stock purchase plan.
- Such stock options were granted on June 15, 2005 and vested ratably over three years, with one-third of the options vesting on each of the first three anniversaries of the grant date. The options have a term of ten years.

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

Edgar Filing: O'Brien Kenneth William - Form 4

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.