KNIGHT CAPITAL GROUP, INC.
Form DEF 14A
April 05, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant ¨

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-12

Knight Capital Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

KNIGHT CAPITAL GROUP, INC.

545 Washington Boulevard

Jersey City, New Jersey 07310

April 5, 2007

Dear Stockholder:

We cordially invite you to attend Knight Capital Group, Inc. s annual stockholders meeting. The meeting will be held at our corporate headquarters located at 545 Washington Boulevard, Jersey City, New Jersey 07310 on Wednesday, May 9, 2007 at 1:00 p.m.

Enclosed you will find a notice setting forth the business expected to come before the meeting, the Proxy Statement, a proxy card and a copy of our 2006 Annual Report to Stockholders. At this year s meeting, the agenda includes the election of eight Directors and a proposal to ratify the appointment of our independent auditor. Our Board of Directors recommends that you vote **FOR** each of these matters. Please take the time to carefully read each of the proposals described in the attached Proxy Statement.

Your vote is very important regardless of how many shares of Knight Capital Group, Inc. Class A Common Stock you own. Regardless of whether you plan to attend the Annual Meeting, your shares should be represented and voted. After reading the enclosed Proxy Statement, please submit your proxy by touch-tone phone or through the Internet as indicated on the proxy card. Alternatively, you are requested to sign, date and return the proxy card without delay in the enclosed postage-paid envelope. You may revoke your proxy at any time before its exercise by: (i) attending and voting in person at the Annual Meeting; (ii) giving notice of revocation of the proxy at the Annual Meeting; or (iii) delivering to the Corporate Secretary of Knight Capital Group, Inc. (a) a written notice of revocation or (b) a duly executed proxy card relating to the same shares and matters to be considered at the Annual Meeting, bearing a date later than the proxy previously executed. Attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy.

Thank you for your continued support of Knight Capital Group, Inc.

Sincerely,

Thomas M. Joyce	William L. Bolster
Chairman and Chief Executive Officer	*Lead Director*

KNIGHT CAPITAL GROUP, INC.

545 Washington Boulevard

Jersey City, New Jersey 07310

(201) 222-9400

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Knight Capital Group, Inc.:

NOTICE IS HEREBY GIVEN that an Annual Meeting of Stockholders (including any adjournments or postponements thereof, the Annual Meeting) of Knight Capital Group, Inc., a Delaware corporation (Knight or the Company), will be held at our corporate headquarters located at 545 Washington Boulevard, Jersey City, New Jersey 07310 on Wednesday, May 9, 2007 at 1:00 p.m., for the following purposes, which are more fully described in the accompanying Proxy Statement:

1. To elect eight members of the Company s Board of Directors to serve until the Company s next annual meeting and until such Directors successors are duly elected and qualified;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent auditor for 2007; and
3. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

A Proxy Statement describing the matters to be considered at the Annual Meeting is attached to this notice. Only holders of record of shares of Knight Class A Common Stock at the close of business on April 2, 2007 are entitled to notice of, and to vote at, the Annual Meeting. On that day, 104,608,718 shares of Knight Class A Common Stock were outstanding. A complete list of stockholders entitled to vote at the Annual Meeting will be available for examination, for proper purposes, during ordinary business hours at Knight s corporate offices, located at 545 Washington Boulevard, Jersey City, New Jersey 07310, during the 10 days before the Annual Meeting. The list of stockholders will also be available for inspection at the Annual Meeting.

By order of the Board of Directors,

Thomas M. Merritt
Corporate Secretary

April 5, 2007

PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE, OR VOTE BY TELEPHONE OR THROUGH THE INTERNET (AS MORE FULLY DESCRIBED ON YOUR PROXY CARD).

KNIGHT CAPITAL GROUP, INC.

ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 9, 2007

PROXY STATEMENT

This Proxy Statement (the Proxy Statement) is being furnished to stockholders of Knight Capital Group, Inc., a Delaware corporation (together with its subsidiaries, except where the context otherwise requires, Knight or the Company), in connection with the solicitation of proxies by the Board of Directors of the Company (the Board of Directors or the Board and each member thereof a Director) for use at the Annual Meeting of Stockholders (including any adjournments or postponements thereof), which will be held at our corporate headquarters located at 545 Washington Boulevard, Jersey City, New Jersey 07310 on May 9, 2007 at 1:00 p.m. (the Annual Meeting). This Proxy Statement, the accompanying proxy card and the 2006 Annual Report to Stockholders are first being mailed to stockholders on or about April 10, 2007.

At the Annual Meeting, stockholders will be asked to consider and vote on proposals to: (i) elect eight members of the Company s Board of Directors to serve until the Company s next annual meeting and until such Directors successors are duly elected and qualified; (ii) ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent auditor for 2007; and (iii) transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

All stockholders will need to present photo identification to be admitted into the Annual Meeting. Beneficial owners of stock held by banks, brokers or investment plans (in street name) will also need proof of ownership. A recent brokerage statement or letter from your broker or bank are examples of proof of ownership.

The principal executive offices of the Company are located at 545 Washington Boulevard, Jersey City, New Jersey 07310, and the telephone number is (201) 222-9400.

Solicitation and Voting of Proxies; Revocation

You may vote in any of the four following ways: (1) by attending the 2007 Annual Meeting; (2) by calling the toll-free telephone number listed on the proxy card; (3) by voting on the Internet at the address listed on the proxy card; or (4) by marking, signing, dating and mailing your proxy card in the postage-paid envelope provided.

Shares of Knight Class A Common Stock that are entitled to vote and are represented by a proxy properly signed and received at or before the Annual Meeting, unless subsequently properly revoked, will be voted in accordance with the instructions indicated thereon. If a proxy is signed and returned without indicating any voting instructions for any particular matter or matters, shares of Knight Class A Common Stock represented by such proxy will be voted as follows:

FOR the election of each of the eight nominees to the Company s Board of Directors; and

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent auditor for 2007.

The Board of Directors is not currently aware of any business to be acted upon at the Annual Meeting other than as described herein. If, however, other matters are properly brought before the Annual Meeting or any adjournments or postponements thereof, the persons appointed as proxies will have the discretion to vote or act thereon in accordance with their best judgment, unless authority to do so is withheld in the proxy.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before the shares represented by such proxy are voted at the Annual Meeting by: (i) attending and voting in person at the Annual Meeting; (ii) giving notice of revocation of the proxy at the Annual Meeting; or (iii) delivering to the Corporate Secretary of Knight (a) a written notice of revocation or (b) a duly executed proxy card relating to the same shares and matters to be considered at the Annual Meeting, bearing a date later than the proxy previously executed. Attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy. All written notices of revocation and other communications with respect to revocation of proxies should be addressed as follows: Knight Capital Group, Inc., 545 Washington Boulevard, Jersey City, New Jersey 07310, Attention: Corporate Secretary, and must be received before the taking of the votes at the Annual Meeting. **If you own shares held in street name and wish to vote at the Annual Meeting, you must have a legal proxy from your broker.**

The Company will bear the entire cost of the solicitation of proxies and the cost of printing and mailing this Proxy Statement. The Company has retained the services of Mellon Investor Services LLC (Mellon) to assist in the solicitation of proxies. Mellon will receive a fee from the Company for services rendered of approximately $8,500, plus out-of-pocket expenses. In addition to solicitation by mail, the Directors, officers and employees of the Company may solicit proxies from stockholders of the Company by telephone, electronic communication or by personal interview. Such Directors, officers and employees will not be additionally compensated for any such solicitation but may be reimbursed for reasonable out-of-pocket expenses in connection therewith. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of shares held of record by such persons and the Company will reimburse such custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in connection therewith.

You can save the Company additional expense by electing to receive future proxy statements and annual reports electronically. If you would like to request this electronic delivery, please enroll after you complete your voting. If your shares are held in street name, you may enroll at www.icsdelivery.com. If you are a registered stockholder, you may enroll at www.melloninvestor.com/isd.

Record Date; Outstanding Shares; Voting at the Annual Meeting

Only holders of Knight Class A Common Stock at the close of business on April 2, 2007 will be entitled to receive notice of, and to vote at, the Annual Meeting. At the close of business on April 2, 2007, the Company had outstanding and entitled to vote 104,608,718 shares of Knight Class A Common Stock. Shares of Knight Class A Common Stock represented by proxies which are marked abstain will be counted as shares present for purposes of determining the presence of a quorum on all matters, but will not be counted as votes cast in favor of the matters brought before the stockholders at the Annual Meeting. Proxies relating to street name shares that are voted by brokers will be counted as shares present for purposes of determining the presence of a quorum on all matters, but will not be treated as shares having voted at the Annual Meeting as to any proposal as to which authority to vote is withheld by the broker.

The presence, in person or by proxy, at the Annual Meeting of the holders of at least a majority of the votes entitled to be cast at the Annual Meeting is necessary to constitute a quorum for the transaction of business. Because the ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent auditor for 2007 requires the approval of a majority of the shares present, in person or by proxy, and entitled to vote at the Annual Meeting, abstentions will have the same effect as a negative vote on these proposals. However, broker non-votes will be disregarded and have no effect on the outcome of the vote for this matter. Abstentions from voting on the election of Directors (including broker non-votes) will be disregarded and have no effect on the outcome of the vote.

No Appraisal Rights

Stockholders have no rights under Delaware law, our Amended and Restated Certificate of Incorporation or our Amended and Restated Bylaws to exercise dissenters rights of appraisal with respect to any of the matters to be voted upon at the Annual Meeting.

PROPOSAL 1 ELECTION OF DIRECTORS

Directors of the Company will be elected by a plurality vote of the outstanding shares of Knight Class A Common Stock present, in person or represented by proxy, at the Annual Meeting. Under applicable Delaware law, in tabulating the votes, abstentions from voting on the election of Directors (including broker non-votes) will be disregarded and have no effect on the outcome of the vote.

Knight currently has nine members on its Board of Directors. Except for Charles V. Doherty who is retiring and not standing for re-election, all of the current members have been approved, recommended and nominated for re-election to the Board of Directors by our Nominating and Corporate Governance Committee and by the Board of Directors. Accordingly, the Board of Directors has resolved to reduce the size of the Board from nine to eight, effective upon the election of the new Board at the Annual Meeting. Each of the eight current Directors nominated for election this year was elected by the stockholders at the 2006 Annual Meeting of Stockholders, except for Laurie M. Shahon who was elected to the Board by the Directors in July 2006. The Board of Directors has determined that each of its current Directors, including all Directors standing for re-election, except for Mr. Joyce, our Chairman and Chief Executive Officer, is independent within the meaning of the Securities and Exchange Commission (SEC) and The Nasdaq Stock Market, Inc. (Nasdaq) director independence standards, as currently in effect.

The Board of Directors has been informed that all persons listed below are willing to serve as Directors, but if any of them should decline or be unable to act as a Director, the individuals named in the proxies will vote for the election of such other person or persons as they, in their discretion, may choose. The Board of Directors has no reason to believe that any such nominees will be unable or unwilling to serve.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE **FOR** THE ELECTION OF EACH OF THE NOMINEES LISTED HEREIN FOR DIRECTOR.

Nominees for Election as Directors

The name, age (as of March 31, 2007), principal occupation for the last five years, selected biographical information and period of service as a Director of the Company of each of the nominees for Director are set forth hereafter.

Thomas M. Joyce (52), Chairman of the Board and Chief Executive Officer of the Company, has over 28 years of experience in the securities industry. Mr. Joyce has been Chairman of the Board of the Company since December 2004 and has served as a Director since October 2002. He has been Chief Executive Officer of the Company since May 2002. From December 2001 to May 2002, Mr. Joyce was the Global Head of Trading at Sanford C. Bernstein & Co. Prior to that, Mr. Joyce held a variety of leadership roles in the Global Institutional Equity business during his 15 years at Merrill Lynch & Co., where his last position was Head of Global Equity eCommerce from 1999 through 2001. Mr. Joyce is a former member of the Board of Directors of Nasdaq and the Board of Directors of the Security Industry Association (SIA). In 1977, Mr. Joyce received his degree in economics from Harvard College.

William L. Bolster (63), Lead Director of the Company, has served on the Board since November 2003. Mr. Bolster was Co-Chairman and Chief Executive Officer of CNBC International from July 2001 to November 2003 and was a consultant to CNBC International until February 2004. Prior thereto, he was President of CNBC from January 1996 until July 2001. Previously, Mr. Bolster was President and General Manager of WNBC-TV in New York. Mr. Bolster received a B.A. in Business Administration from Loras College in 1967.

Gary R. Griffith (67), Director of the Company, has served on the Board since the Company s initial public offering and, before that, as an advisory board member of Roundtable Partners, L.L.C., the Company s predecessor (Roundtable), since March 1995. He has been an independent financial consultant since 1990 and has worked in investment banking and financial consulting since 1980. Before 1980, Mr. Griffith was with CBS, Inc. and Price Waterhouse. Mr. Griffith is a certified public accountant (CPA) who received a B.S. in Business Administration from Ohio State University in 1963.

Robert M. Lazarowitz (50), Director of the Company, is a former Executive Vice President of the Company. Mr. Lazarowitz has served on the Board since May 2001. In addition, before November 2000, he was a member of the Board since the Company s inception. Mr. Lazarowitz was also a co-founder of Roundtable. Mr. Lazarowitz has over 20 years of experience in the securities and financial services industries. Before November 2000, Mr. Lazarowitz served for 12 years as Chief Financial Officer, and then as Chief Operating Officer, of the Company s subsidiary, Knight Capital Markets LLC and its predecessors. From 1985 to 1987, he served as Chief Financial Officer of Bach Management/Investment Banking and, from 1984 to 1985, as Chief Operating Officer of Traubner Bach Co. Inc. Mr. Lazarowitz currently owns and operates a non-financial services business. Mr. Lazarowitz received a B.S. in Accounting from the University of South Florida in 1978.

Thomas C. Lockburner (67), Director of the Company, has served on the Board since February 2004. Mr. Lockburner spent more than 40 years at Deloitte & Touche LLP, where he was a partner specializing in the financial services and securities industries. During his tenure at Deloitte & Touche, Mr. Lockburner was the National Industry Director for the Securities Industry with responsibility for all of the firm s services to its securities industry clients. He is a member of the SIA s Financial Management and Securities Operations divisions. He also is a past member of the Executive Committees of both the Financial Management and Internal Audit divisions of the SIA. Mr. Lockburner also is a member of the American Institute of Certified Public Accountants and served as Chairman of the Stockbrokerage and Investment Banking Committee and as a member of the Commodities Futures Trading Committee. He previously served as a member of the NASD s Financial Responsibility Committee and as an NASD Arbitrator. Mr. Lockburner received a B.A. in Accounting from Franklin & Marshall College in 1962.

James T. Milde (46), Director of the Company, has served on the Board since May 2005. Mr. Milde has over 20 years of broad industry experience. Since February 2006, he has been the Senior Vice President and Chief Information Officer of United Rentals, Inc. Mr. Milde previously served as the Senior General Manager, Chief Information Officer for Sony Electronics, Inc., from January 2002 to January 2006, where he was responsible for all facets of information technology, supply chain and software related ventures across the United States. Prior thereto, Mr. Milde served as the Senior Vice President, Chief Information Officer for The Pepsi Bottling Group from 1999 to February 2002. Mr. Milde was the Senior Vice President, Operations and Administration for Random House, Inc. from 1994 until spring 1999. He received a B.A. in Economics and Finance from St. Lawrence University in 1982 and an M.B.A. from Clarkson University in 1984. He currently serves on the Clarkson University Board of Trustees.

Rodger O. Riney (61), Director of the Company, has served on the Board since the Company s initial public offering and, before that, as an advisory board member of Roundtable since March 1995. He is the President of Scottrade, Inc., a discount brokerage firm he founded in 1980. In 1969, he joined Edward Jones & Co., a brokerage firm, and in 1975 became a General Partner of that firm. Mr. Riney received a B.S. degree in Civil Engineering in 1968 and an M.B.A. in 1969, both from the University of Missouri-Columbia.

Laurie M. Shahon (55), Director of the Company, has served on the Board since July 2006. Ms. Shahon is the President of Wilton Capital Group, a private direct investment firm she founded in 1994 that makes principal investments in later-stage ventures and medium-sized buyouts. She previously held investment banking positions with Morgan Stanley and Salomon Brothers. Ms. Shahon received an A.B. in English and political science from Wellesley College in 1974 and an M.B.A. from Columbia University in 1976. She is a former Adjunct Professor of Finance at Columbia Business School. Ms. Shahon has served on the boards of several companies and currently serves on the boards of The Bombay Company, Inc., Eddie Bauer Holdings, Inc. and Kitty Hawk Inc.

Board of Directors and its Committees

During 2006, the Board of Directors met ten (10) times and took action by unanimous written consent on two other occasions. The Company s independent Directors also met at regularly scheduled executive sessions on at least a quarterly basis. Effective after the date of our 2006 Annual Meeting, Mr. Bolster became the Company s Lead Director. The Company has, as standing committees, a Finance and Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The committee membership and meetings during the last fiscal year, and the function of each of the standing committees, are described below. Mr. Joyce does not serve as a member of any Board committees. All Directors attended at least 90% of the Board s meetings and the meetings of any committees of the Board of Directors of which they were members in 2006. Our corporate website, at www.knight.com in the Corporate Governance section, provides information regarding our policy on Director attendance at our Annual Meeting and last year s attendance by our Board. The contents of our corporate website are not deemed incorporated by reference herein.

Name of Director	**Finance and Audit**	**Compensation**	**Nominating and Corporate Governance**
Non-Employee Directors:			
William L. Bolster(1)		Chairperson	Chairperson
Charles V. Doherty(2)	Member	Member	Member
Gary R. Griffith(3)	Member		Member
Robert M. Lazarowitz(4)			Member
Thomas C. Lockburner(5)	Chairperson		Member
James T. Milde		Member	Member
Rodger O. Riney		Member	Member
Laurie M. Shahon(6)		Member	Member
Number of Meetings in 2006	**15**	**9**	**3**

(1) Mr. Bolster became the Lead Director and Chairman of the Nominating and Corporate Governance Committee on May 11, 2006.
(2) Mr. Doherty served as Lead Director and Chairman of the Nominating and Corporate Governance Committee until May 10, 2006.
(3) Mr. Griffith served as the Chairman of the Finance and Audit Committee until January 17, 2006.
(4) Mr. Lazarowitz served on the Compensation Committee until May 10, 2006.
(5) Mr. Lockburner became the Chairman of the Finance and Audit Committee on January 18, 2006.
(6) Ms. Shahon was elected to the Board effective July 24, 2006. She joined the Compensation Committee on October 6, 2006 and the Nominating and Corporate Governance Committee on October 17, 2006.

Finance and Audit Committee

The current members of the Finance and Audit Committee are Messrs. Lockburner, Doherty and Griffith, each of whom is not an officer or employee of the Company. Mr. Lockburner serves as the Chairman of the Finance and Audit Committee. The Board of Directors has determined in its business judgment that each member is in compliance with the independence, experience and financial literacy requirements set forth by Nasdaq, The Sarbanes-Oxley Act of 2002 and rules adopted by the SEC pursuant to The Sarbanes-Oxley Act of 2002, as currently in effect. The Board of Directors has also determined in its business judgment that Messrs. Lockburner, Doherty and Griffith are each an audit committee financial expert as defined under SEC rules. The SEC provides that an audit committee financial expert does not have additional duties, obligations or liabilities and is not considered an expert under the Securities Act of 1933.

As Mr. Doherty is retiring and will not be standing for re-election as a member of the Board of Directors, Mr. Bolster will replace Mr. Doherty on the Finance and Audit Committee as of the date of our Annual Meeting. Mr. Bolster is in compliance with the independence, experience and financial literacy requirements set forth by Nasdaq, The Sarbanes-Oxley Act of 2002 and rules adopted by the SEC pursuant to The Sarbanes-Oxley Act of 2002, as currently in effect.

The Finance and Audit Committee held fifteen (15) meetings during 2006. The Finance and Audit Committee operates under a written charter, a current copy of which is available through the Knight corporate web site at www.knight.com in the Corporate Governance section. The Finance and Audit Committee of the Board of Directors is established to assist the Board of Directors oversight of: (1) the integrity of the financial statements and its risk and control environment; (2) the relationship with the independent auditor; (3) the Company s internal audit function; (4) compliance with applicable legal and regulatory requirements; and (5) compliance with the Company s Code of Business Conduct and Ethics. The Finance and Audit Committee also reviews and makes recommendations to the Board regarding: (i) all proposed material capital formation plans, including planned issuances of equity securities and debt instruments, and stock repurchase programs; and (ii) certain acquisitions, investments, new business ventures, and divestitures by the Company. The Finance and Audit Committee Report is included herein on page 27.

Compensation Committee

The current members of the Compensation Committee are Messrs. Bolster, Doherty, Milde and Riney and Ms. Shahon, each of whom is independent within the meaning of Nasdaq s independence standards, as currently in effect. Mr. Bolster serves as Chairman of the Compensation Committee. As Mr. Doherty is retiring and will not be standing for re-election as a member of the Board of Directors, the size of the Compensation Committee will be reduced to four (4) members as of the date of our Annual Meeting. The Compensation Committee is governed by a written charter, a current copy of which is available on our corporate website at www.knight.com in the Corporate Governance section. The Compensation Committee has responsibility for approving and evaluating executive officer compensation, incentive compensation and equity-based plans, policies and programs of the Company and its subsidiaries. The Compensation Committee also evaluates the performance of the Company s Chief Executive Officer, and based on such evaluation, reviews and approves his annual salary, cash incentive bonus and long-term equity incentive bonus. During 2006, the Compensation Committee held nine (9) meetings. The Compensation Committee report is included herein on page 14.

The current members of the 162(m) Sub-Committee of the Compensation Committee are Messrs. Bolster and Doherty. The 162(m) Sub-Committee provides assistance to the Board of Directors and the Compensation Committee by setting performance-based compensation criteria for the Company s Chief Executive Officer and other key executives, certifying the results of such performance at the end of the annual performance period and awarding the resulting performance-based compensation to such key executives. The 162(m) Sub-Committee is responsible for making stock option and restricted stock grants to such key executives. The 162(m) Sub-Committee held two (2) meetings in 2006. On April 2, 2007, the Board created a 162(m) Committee, effective as of the date of our Annual Meeting. The 162(m) Committee will assume the responsibilities of the 162(m) Sub-Committee, which will be dissolved. The members of the 162(m) Committee will be Messrs. Bolster and Lockburner.

Nominating and Corporate Governance Committee

The current members of the Nominating and Corporate Governance Committee (NCGC) are Messrs. Bolster, Doherty, Griffith, Lazarowitz, Lockburner, Milde and Riney and Ms. Shahon. Effective after the date of our 2006 Annual Meeting, Mr. Bolster became the Chairman of the Nominating and Corporate Governance Committee. As Mr. Doherty is retiring and will not be standing for re-election as a member of the Board of

Directors, he will serve on the NCGC until the date of our Annual Meeting. Each member of our NCGC is independent within the meaning of Nasdaq s independence standards, as currently in effect. The NCGC is governed by a written charter, a current copy of which is available on our corporate website at www.knight.com in the Corporate Governance section. A primary function of the NCGC is to identify and recommend to the Board individuals qualified to serve as Directors of the Company, consistent with the criteria included in the charter of the NCGC and our Corporate Governance Guidelines. The NCGC also considers nominee recommendations from stockholders of the Company. Other functions of the NCGC include: (i) recommending Directors to serve on committees of the Board; (ii) advising the Board with respect to matters of Board composition and procedures; (iii) developing and recommending to the Board a set of corporate governance principles applicable to the Company and overseeing corporate governance matters generally; and (iv) overseeing the annual evaluation of the Board and the Company s management. The NCGC held three (3) meetings in 2006.

CORPORATE GOVERNANCE

As more fully described above, the Company has a Nominating and Corporate Governance Committee (the NCGC). All of the members of the Board, other than Mr. Joyce, serve on the NCGC, and each is an independent Director under the Nasdaq listing standards, as currently in effect. The NCGC met three (3) times during 2006.

The NCGC is governed by a written charter, a current copy of which is available on our corporate website at www.knight.com in the Corporate Governance section. The Board has also adopted a set of written Corporate Governance Guidelines recommended by the NCGC, which is also available on our corporate website. A copy of the charter, along with the Corporate Governance Guidelines, is also available in print to stockholders upon request, addressed to Corporate Communications and Investor Relations at Knight Capital Group, Inc., 545 Washington Boulevard, Jersey City, New Jersey 07310.

Nomination Process

The NCGC believes that the minimum qualifications for serving as a Director are that a nominee demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board s oversight of the business and affairs of the Company and have an impeccable record and reputation for honest and ethical conduct in both his or her professional and personal activities. In this regard, the NCGC examines a candidate s specific experiences and skills, time availability in light of other commitments, potential conflicts of interest and independence from management and the Company. Annex A to our Nominating and Corporate Governance Committee Charter lists criteria for nomination to our Board. Also, our Corporate Governance Guidelines list specific qualification rules for all of our Board members and nominees.

The NCGC identifies potential nominees by asking current Directors and executive officers to notify the NCGC if they become aware of persons meeting the criteria described above. The NCGC also, from time to time, engages firms that specialize in identifying director candidates. As described below, the Committee will also consider candidates recommended by stockholders.

Once a person has been identified by the NCGC as a potential candidate, the NCGC may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the NCGC determines that the candidate warrants further consideration, the NCGC contacts the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the NCGC requests information from the candidate, reviews the person s accomplishments and qualifications, and conducts one or more interviews with the candidate. In certain instances, the NCGC members may contact one or more references provided by the candidate or may contact other members of the business community or other persons who may have greater first-hand knowledge of the candidate s accomplishments and qualifications. All information regarding the candidate is then provided to the NCGC members for review and consideration. The NCGC s evaluation process does not vary based on whether or not a candidate is recommended by a stockholder.

In June 2006, Mr. Joyce, our Chairman and Chief Executive Officer, suggested that the NCGC consider Ms. Shahon as a candidate for nomination to the Board based on a recommendation from a third party and executive management. Such recommendation was based on Ms. Shahon s vast securities industry and business knowledge, excellent reputation and history of board contributions. After a review of her qualifications, the NCGC recommended that Ms. Shahon be considered for election to the Board of Directors. The Board of Directors followed the NCGC recommendation and unanimously elected Ms. Shahon as a member in July 2006.

Corporate Governance Guidelines

The NCGC is responsible for overseeing the Corporate Governance Guidelines and reporting and making recommendations to the Board concerning governance matters. Among other matters, the Corporate Governance Guidelines include the following items concerning the Board of Directors: (i) independent Directors will comprise a majority of the Board; (ii) disqualifying factors preventing a Board candidate or member from serving or continuing to serve on the Board, absent a waiver by a majority of the Board; and (iii) qualifications for non-employee and employee Board members.

Nominations of Directors by Stockholders

The NCGC will consider director candidates recommended by stockholders. In considering candidates submitted by stockholders, the NCGC will take into consideration the needs of the Board and the qualifications of the candidate. To have a candidate considered by the NCGC, a stockholder must submit the recommendation in writing and must include the following information (as more fully described in the Company s Amended and Restated By-Laws): (a) as to the stockholder (i) the name of the stockholder and evidence of the person s ownership of Company Class A Common Stock, including the number of shares owned, (ii) a brief description of all arrangements or understandings between such stockholder and each proposed nominee, and (iii) any other information relating to such person that would be required pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the Exchange Act); and (b) as to each proposed nominee (i) the name of the candidate, the candidate s resume or a listing of his or her qualifications to be a Director, (ii) the number of shares owned by such nominee, if any, (iii) the person s consent to be named as a Director if selected by the NCGC and nominated by the Board, and (iv) any other information relating to such person that would be required pursuant to Section 14 of the Exchange Act.

The stockholder recommendation, and accompanying information described above, must be sent to the Corporate Secretary at Knight Capital Group, Inc., 545 Washington Boulevard, Jersey City, New Jersey 07310 and must be received by the Corporate Secretary not less than 90 days, nor more than 120 days, prior to the anniversary date of the Company s most recent annual meeting of stockholders.

Stockholder Communications

The Board has established a process to receive communications from stockholders. Stockholders may contact any member (or all members) of the Board, any Board committee or any chair of any such committee by mail. To communicate with the Board of Directors, any individual or group of Directors or Board committee members, correspondence should be addressed to the Board of Directors or any such individual Directors or group or Board committee members by either name or title. All such correspondence should be sent to the Corporate Secretary at Knight Capital Group, Inc., 545 Washington Boulevard, Jersey City, New Jersey 07310. To communicate with any of our Directors electronically, stockholders may send an electronic message to boardofdirectors@knight.com.

All communications received as set forth in the preceding paragraph will be opened by the office of our General Counsel for the sole purpose of determining whether the contents represent a message to our Directors.

Any contents that are not in the nature of advertising, promotions of a product or service, or patently offensive material will be forwarded promptly to the addressee. In the case of communications to the Board or any group of Directors or Board committee members, the Office of General Counsel will make sufficient copies of the contents to send to each Director who is a member of the group or committee to which the envelope or e-mail is addressed.

Executive Officers

Executive officers serve at the discretion of the Board of Directors. The following table sets forth certain information concerning the executive officers of the Company as of March 31, 2007 (none of whom has a family relationship with another executive officer):

Name	Age	Position
Thomas M. Joyce	52	Chairman of the Board and Chief Executive Officer
Gregory C. Voetsch	45	Executive Vice President, Head of Institutional Client Group
James P. Smyth	51	Senior Managing Director, Head of Broker-Dealer Client Group
John B. Howard	37	Senior Managing Director and Chief Financial Officer
Steven J. Sadoff	43	Senior Managing Director and Chief Information Officer

For selected biographical information with respect to Mr. Joyce, please see Nominees For Election as Directors beginning on page 3. Selected biographical information with respect to the other executive officers is set forth below.

Gregory C. Voetsch (45), Executive Vice President, Head of Institutional Client Group of the Company, has over 20 years of experience in the securities industry. Mr. Voetsch has been with the Company since September 2002. Prior to joining the Company, Mr. Voetsch was a Managing Director and Head of Nasdaq Sales Trading at Salomon Smith Barney, Inc. since 1997. He was also Co-Head of U.S. Sales Trading from 1999 to 2001. Previously, he was a Nasdaq Sales Trader at Salomon Smith Barney. Mr. Voetsch also spent ten years at Jefferies & Co. as an Equities Sales Trader.

James P. Smyth (51), Senior Managing Director, Head of Broker-Dealer Client Group, oversees all of the Company s broker-dealer operations. Mr. Smyth has been with the Company since September 2002. Prior to joining the Company, Mr. Smyth worked for 24 years at Merrill Lynch & Co. in many different leadership positions, most recently as Managing Director responsible for sales and marketing of the firm s broker-dealer clearing and directed commission businesses. Prior to that, he was President of Merrill Lynch s subsidiary, Broadcort Capital Corp., where he oversaw the firm s global soft dollar and broker-dealer order flow business. Mr. Smyth serves as a director on the board of the National Stock Exchange, Inc.

John B. Howard (37), Senior Managing Director and Chief Financial Officer of the Company, has over 15 years of experience in the securities and financial services industries. Mr. Howard has been Chief Financial Officer of the Company since May 2003. Prior to his appointment, Mr. Howard was the Acting Chief Financial Officer since February 2003 and Group Controller for the Company since April 2002, a position in which he also served from July 1998 to April 2000. From April 2000 to April 2002, he was the Chief Financial Officer for Knight Equity Markets International Ltd. Mr. Howard was a Senior Manager in the Securities Industry Practice at the accounting firm of Price Waterhouse LLP from 1991 to 1998. Mr. Howard is a CPA. He received a B.S. in Accounting from Lehigh University in 1991.

Steven J. Sadoff (43), Senior Managing Director and Chief Information Officer, oversees all technology and information operations for the Company. Mr. Sadoff has been with the Company since April 2002. Prior to joining the Company, Mr. Sadoff was the Chief Information Officer for BondBook, responsible for global oversight, strategy, purchasing and implementation of technology. From 1995 until 2000, he was with Merrill Lynch & Co. where for the last two years, he was a director responsible for the technology for the Global

Liquidity and Credit businesses, in addition to leading e-commerce initiatives. For the first three years he was with Merrill Lynch Japan, responsible for front office technology and infrastructure. Mr. Sadoff holds a B.S. in Computer Science, a M.S. in Electrical Engineering, and a D.Sc. in Computer Science, all from Washington University in St. Louis.

COMPENSATION DISCUSSION AND ANALYSIS

The Company s executive compensation program is designed to recruit, motivate, reward and retain the talent needed to achieve superior corporate performance. The executive compensation program is intended to accomplish the following objectives: (i) provide competitive compensation and benefits; (ii) provide balanced incentives for achieving short- and long-term business goals and objectives; and (iii) align executive compensation with stockholders interests.

The Compensation Committee of the Board of Directors (the Compensation Committee) is responsible for approving and evaluating the executive compensation program. The Committee has retained an independent consulting firm, Deloitte Consulting LLP, with respect to executive compensation matters related to our Chief Executive Officer. This consultant reports to and acts at the sole direction of the Compensation Committee. Knight management has not engaged this consultant for any other matter.

To determine competitive market compensation for our Named Executive Officers (as defined below) and other executive management, the Compensation Committee considers comparative market data provided by its independent consultant along with data provided by compensation consultants retained by the Company (MG Management Consulting, Inc.) and market compensation data (McLagan Partners, Inc.). The consultants provide comparative data from a variety of companies in the financial services industry and from companies viewed as being in our peer group. This data, along with the Chief Executive Officer s input, is used to establish compensation targets for each Named Executive Officer and other executive management. These targets include incentive compensation.

Consistent with our industry, most of each Named Executive Officer s compensation consists of incentive compensation. The Compensation Committee determines performance required for the Chief Executive Officer to achieve incentive compensation. Chief Executive Officer incentive compensation is closely linked to the Company s pre-tax income. The Chief Executive Officer establishes the performance required for the other Named Executive Officers and executive management to achieve incentive compensation. However, prior to payment, the Chief Executive Officer reviews with the Compensation Committee the performance required and explains the rationale for the other Named Executive Officers and executive management s proposed incentive compensation. The Compensation Committee approves such incentive amounts.

Incentive compensation consists of cash and long-term incentives. Allocation of Chief Executive Officer compensation between cash and long-term incentives is determined by the Compensation Committee. The Chief Executive Officer determines this allocation for the other Named Executive Officers and executive management. As a general rule, the Company s executive compensation programs are designed so that executives will receive a mix of annual cash incentives (representing approximately 60-70% of compensation) and long-term compensation (representing approximately 30-40% of compensation), each of which is described below under Compensation Components. Equity awards are meant to align the executives interests with those of the stockholders.

Compensation Components

The Company s executive officer compensation program generally consists of three key elements: salary, annual awards under the EIP (defined below) and other long-term equity-based awards.

Salaries

In general, salaries are intended to make up the smallest portion of overall executive compensation. Base salaries of executive officers are fixed at the beginning of each year and typically are not changed during the year except for changes in responsibility. Base salaries are reviewed annually, and adjusted from time to time to realign salaries with market levels, individual performance and industry experience. The Compensation Committee also considers salaries relative to those of others within the Company and may, on occasion, make adjustments to salaries or other elements of total compensation, such as annual and long-term incentive opportunities, where a failure to make such an adjustment would result in a compensation imbalance that the Compensation Committee deems inappropriate.

Performance-Based Annual Awards

Each of our Named Executive Officers participates in the Company s Executive Incentive Plan (EIP), which provides for annual compensation based on the achievement of performance goals and objectives and which is designed to: (1) advance the interests of the Company and its stockholders by providing incentives in the form of periodic bonus awards to certain key employees who contribute significantly to the strategic and long-term performance objectives and growth of the Company; and (2) further align the interests of the Company s key employees with the interests of the stockholders because payments of bonus awards under the EIP are based on Company, division or subsidiary performance criteria. In regards to the Chief Executive Officer, performance goals are set by the Compensation Committee. As to all other executives, broad performance objectives are established by the Chief Executive Officer. The particular performance goals or objectives reflect those measures which the Company views as key indicators of successful performance.

With respect to fiscal year 2006, Mr. Joyce s 2006 annual incentive opportunity was conditioned upon the achievement of certain consolidated pre-tax income targets of the Company, as set by the Compensation Committee in December 2005. In recognition of Mr. Joyce s significant additional accomplishments at the Company through September 30, 2006, the Compensation Committee established an additional incentive opportunity for Mr. Joyce in October 2006. Such additional incentive opportunity was also conditioned upon the achievement of certain consolidated pre-tax income targets of the Compensation Committee at levels higher than those outlined in December 2005 and provided that certain portions of such additional incentive opportunity, if achieved, be awarded in the form of an option grant. In determining pre-tax income targets for the year, the Compensation Committee excluded non-operating and extraordinary items and reserved the right to make adjustments to the pre-tax income targets to reflect acquisitions or dispositions during the year. In January 2007, the Compensation Committee approved management s calculation of the Company s final pre-tax income for 2006 taking into account the above exclusions and applied such pre-tax income to the targets established for Mr. Joyce to determine his annual incentive compensation for 2006. Such amounts were awarded as a mix of cash, stock options and restricted stock.

With respect to the other Named Executive Officers, Mr. Joyce is actively involved in the determination of broad performance objectives for them. Mr. Joyce meets with the Company s executives to determine, and then set, broad performance objectives for the upcoming year based on the Company s annual business plan and budget forecasts. He then provides the Compensation Committee with these broad objectives and explains the rationale as to why the specific performance objectives were selected and why they are an appropriate measurement of performance. At the end of the year, the Chief Executive Officer informs the Compensation Committee as to his assessment regarding whether these broad performance objectives have been met and takes that into consideration when determining each executive s overall incentive compensation. The overall incentive compensation for each executive is then recommended by the Chief Executive Officer to the Compensation Committee for approval.

With respect to the other Named Executive Officers for 2006, the broad performance objectives were set by Mr. Joyce. The performance objectives for Messrs. Voetsch and Smyth were primarily related to the performance and growth of the business units they oversee. The performance objectives for Mr. Howard and Mr. Sadoff were based on separate corporate performance measures. In January 2007, the Compensation Committee and Mr. Joyce met to discuss the achievement of the broad performance objectives by each executive. Each of the factors comprising the performance objectives was considered in determining each executive s compensation.

Formulaic approaches were not used to weight these factors, consistent with the Compensation Committee s and the Company s belief that the adoption of any given formula could inadvertently encourage undesirable behavior (e.g., favoring one financial measure to the exclusion of other important values). Accordingly, each Named Executive Officer s incentive compensation was determined using a balanced approach that considered, in the context of a competitive marketplace, a variety of factors, including: (i) the Company s performance for the year; (ii) the executive s contribution to that performance, partly taking into account the executive s attainment of the broad performance objectives; (iii) a comparison with pay levels of comparable positions in the marketplace; and (iv) market conditions. Such 2006 incentive compensation was awarded as a mix of cash and restricted stock.

Notwithstanding the above broad performance objectives, during the first quarter of 2006 the 162(m) Sub-Committee established annual performance criteria for each Named Executive Officer which determined the maximum amount of tax deductible incentive compensation that could be awarded under the EIP to each Named Executive Officer for any given level of corporate performance. For 2006, such criteria were based on the Company s consolidated 2006 pre-tax operating income. In January 2007, prior to the grant of cash and long-term incentive awards to the Named Executive Officers under the EIP for 2006, the 162(m) Sub-Committee determined that its pre-determined performance criteria were achieved.

Long-Term Incentives

The Company believes that the most effective means to encourage long-term performance by our executive officers is to create an ownership culture. This philosophy is implemented through the granting of equity-based awards that vest based on continued employment. For the past few years, equity based awards that vest based on continued employment have consisted primarily of stock options and restricted stock. Recently, the Company has primarily used restricted stock awards as equity compensation, except for awards of stock options to our Chief Executive Officer. The Company believes that the use of restricted stock awards more accurately reflects the pattern of equity-based awards that prevails in its peer group and in the external market generally.

Annual grants of stock options and restricted stock to our executive officers that are part of the executive s annual additional compensation are approved at a regularly scheduled meeting of the Compensation Committee held during January of each year and the grant date is January 31st, the same day equity-based awards are made to all other eligible Company employees as part of their annual additional compensation. The Compensation Committee may also make occasional grants during the year to both executives and employees and has delegated to the Company s Chief Executive Officer the authority, subject to certain established limitations, to make grants to executives and employees of the Company. These grants are typically associated with retention, promotion, acquisition and hiring. The grant price for all stock option grants is the average of the high and low price of a share as quoted on the Nasdaq Global Select Market on the date preceding the date of grant.

2006 Compensation Awards

In January 2007, the Compensation Committee approved the following incentive awards to the Named Executive Officers for their performance in 2006:

Name	Cash Award ($)	Restricted Stock Awards ($)	Options ($)(1)	Total ($)
Thomas M. Joyce	5,760,000	3,840,000	1,400,000	11,000,000
Gregory C. Voetsch	2,462,500	1,887,500		4,350,000
James P. Smyth	2,262,500	1,787,500		4,050,000
John B. Howard	1,301,500	798,500		2,100,000
Steven J. Sadoff	1,452,500	697,500		2,150,000

(1) See Note 17 to the consolidated financial statements included in the Company s Form 10-K for the year ended December 31, 2006 for a summary of the weighted-average assumptions used in valuing options granted to Knight employees during 2006, including its Named Executive Officers. Such assumptions were also used for the above option grant in January 2007.

The awards in the above table differ from the values disclosed in the Summary Compensation Table (appearing later in this section) as follows:

Name	Type of Equity Award	Equity Awarded in January 2007 for 2006 Performance ($)	Value of Awards Shown in 2006 Summary Compensation Table ($)	Difference Between Equity Awarded and Summary Compensation Table Values ($)
Thomas M. Joyce	Restricted Shares	3,840,000	2,258,884	1,581,116
	Options	1,400,000	495,727	904,273
Gregory C. Voetsch	Restricted Shares	1,887,500	1,499,607	387,893
James P. Smyth	Restricted Shares	1,787,500	602,227	1,185,273
John B. Howard	Restricted Shares	798,500	218,763	579,737
Steven J. Sadoff	Restricted Shares	697,500	200,676	496,824

The difference between this table and the Summary Compensation Table is that the Summary Compensation Table, prepared in accordance with SEC regulations issued in December 2006, reports compensation expense associated with equity awards based on the compensation expense recognized in the Company s financial statements during 2006 in accordance with Statement of Financial Accounting Standards No. 123-R, Share Based Payments (FAS 123-R). Pursuant to FAS 123-R, stock awards are expensed over their vesting period, which in the case of the above awards began on the date of grant. As such, the Summary Compensation Table does not reflect any compensation expense associated with the above restricted share awards made by the Company to its Named Executive Officers in January 2007, but instead reflects the 2006 amortization of stock awards made in 2006 and in prior years.

Employment Agreements

For many years, the Company has followed the practice of entering into a written employment agreement with its Chief Executive Officer. Consistent with this practice, the Company entered into a new employment agreement with Mr. Joyce in December 2005 (the New Agreement), under which Mr. Joyce continued to be employed by the Company as its Chief Executive Officer, and continued to serve as Chairman of the Board. The New Agreement became effective as of January 1, 2006 and continues through December 31, 2008, unless terminated earlier. The New Agreement replaced Mr. Joyce s prior employment agreement which was effective as of May 30, 2002 and continued through May 31, 2005, when it was extended by the Board through December 31, 2005. In negotiating the terms of the New Agreement, the Company considered Mr. Joyce s experience, his performance with the Company since he became the Chief Executive Officer, his prior compensation, and, with assistance from its compensation consultant, the prevailing market practice with respect to CEO compensation.

Pursuant to the terms of the New Agreement, Mr. Joyce will receive an annual base salary of $750,000. Mr. Joyce will also be eligible for an annual bonus under the Company s EIP, payable, unless otherwise agreed upon, sixty percent in cash and forty percent in restricted stock (except, however, that for the annual bonus earned by Mr. Joyce for the 2005 performance year, the New Agreement provided for all amounts to be paid in cash). The payment of Mr. Joyce s annual incentive for the 2006 performance year was conditioned upon the achievement of certain consolidated pre-tax income targets set by the Compensation Committee. The annual incentive for the 2007 and 2008 performance years will be based on the achievement of performance targets established by the Compensation Committee by no later than March 31st of each such year. For 2007, Mr. Joyce s performance targets will continue to be conditioned upon the achievement of certain consolidated pre-tax income targets of the Company, as set by the Compensation Committee.

Under the New Agreement, Mr. Joyce also is eligible to receive such fringe benefits and insurance coverage as are made available to senior executives of the Company. In addition, the Company will provide Mr. Joyce with a car and driver and/or a third party car service for his commute to, and from, the Company s offices.

No other Named Executive Officer of the Company has an employment agreement.

Perquisites

The Company does not believe it is necessary for the attraction or retention of management talent to provide our executives with a substantial amount of compensation in the form of perquisites. In 2006, the only perquisites provided to the officers were reimbursement to Mr. Joyce for car service, and the reimbursement for the associated payment of taxes related to such car service. The Company also reimbursed Mr. Joyce for a golf club membership in 2006 which was used exclusively for business purposes.

Tax Deductibility under Section 162(m)

Under Section 162(m) of the Internal Revenue Code, the Company may not be able to deduct certain forms of compensation in excess of $1,000,000 paid to any of the Named Executive Officers that are employed by the Company at year-end. Compensation which is performance-based is not subject to this statutory maximum on deductibility. The Compensation Committee believes that it is generally in the Company s best interests to satisfy the requirements for deductibility under Section 162(m). Accordingly, the Compensation Committee has taken appropriate action, to the extent it believes feasible, to preserve the deductibility of annual incentive and long-term performance awards. However, notwithstanding this general policy, the Compensation Committee also believes there may be circumstances in which the Company s interests are best served by maintaining flexibility in the way compensation is provided, whether or not compensation is fully deductible under Section 162(m).

COMPENSATION COMMITTEE

REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee, comprised of independent directors, reviewed and discussed the above Compensation Discussion and Analysis (CD&A) with the Company s management. Based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the CD&A be included in this Proxy Statement.

Compensation Committee

William L. Bolster, Chairman

Charles V. Doherty

James T. Milde

Rodger O. Riney

Laurie M. Shahon

EXECUTIVE COMPENSATION

The following table sets forth information regarding compensation paid for the fiscal year ended December 31, 2006 for Thomas M. Joyce, the Company s Chairman of the Board and Chief Executive Officer, and the company s four other most highly paid executive officers (together with the Chief Executive Officer, the Named Executive Officers):

Summary Compensation Table

For Fiscal Year Ended December 31, 2006

Name and Principal Position	Year	Salary ($)	Stock Awards ($)(1)(2)	Option Awards ($)(2)(3)(4)	Non-Equity Incentive Plan Compensation ($)(5)	All Other Compensation ($)(6)(7)	Total ($)
Thomas M. Joyce Chairman of the Board and Chief Executive Officer	2006	750,000	2,258,884	495,727	5,760,000	82,295	9,346,906
Gregory C. Voetsch Executive Vice President, Head of Institutional Client Group	2006	250,000	1,499,607	136,949	2,462,500		4,349,056
James P. Smyth	2006	250,000					