

Harbour Karel F.
Form 4
July 21, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Harbour Karel F.

(Last) (First) (Middle)

C/O MF GLOBAL HOLDINGS LTD., SUGAR QUAY, LOWER THAMES STREET

(Street)

LONDON, X0 EC3R6DU

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$1.00 per share | 07/19/2010 | | M ⁽²⁾ | | 166,667 | A | \$ 0 |
| | | | | | 174,024 | | D |
| Common Stock, par value \$1.00 per share | 07/19/2010 | | F ⁽³⁾ | | 85,001 | D | \$ 6.22 |
| | | | | | 89,023 | | D |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 07/19/2010 | | M | 166,667 | <u>(1)</u> <u>(1)</u> | Common Stock 166,667 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harbour Karel F.
C/O MF GLOBAL HOLDINGS LTD.
SUGAR QUAY, LOWER THAMES STREET
LONDON, X0 EC3R6DU

Chief
Operating
Officer

Signatures

/s/ James Y. Ho, by power of attorney 07/21/2010

 **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) Each restricted stock unit represents a contingent right to receive one share of Common Stock and will be subject to the terms and conditions of the MF Global Holdings Ltd. Amended and Restated 2007 Long Term Incentive Plan, as amended. These restricted stock units were granted on July 18, 2007, and all vested on July 19, 2010, the first business day following the third anniversary of the grant date. Common Stock will be delivered upon vesting, except in certain limited circumstances described in the award agreement.

(2) The shares of Common Stock were acquired upon vesting of restricted stock units granted on July 18, 2007.

(3) Payment of tax liability by withholding Common Stock incident to the vesting of restricted stock units in accordance with Rule 16b-3.

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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