

MILSTEIN ANDREW R
Form 4
January 06, 2006

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 *
MILSTEIN ANDREW R

(Last) (First) (Middle)

C/O BURLINGTON COAT
FACTORY, 1830 ROUTE 130

(Street)

BURLINGTON, NJ 08016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BURLINGTON COAT FACTORY
WAREHOUSE CORP [BCF]

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2006

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 ☐ Other (specify
below) below)
Executive Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 Par Value	01/04/2006		J ⁽¹⁾		6,743,984	D	\$ 0 226,321
Common Stock, \$1.00 Par Value							2,572,308

See
footnote
(2)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILSTEIN ANDREW R C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016	X Executive Vice President

Signatures

/s/ Paul C. Tang by power of attorney previously
filed 01/06/2006

__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) Represents shares owned by a trust as to which the reporting person's spouse ceased to be trustee effective as of January 4, 2006.

Includes (i) 43,928 shares held by the 1994 Andrew Milstein Trust, 16,068 shares held by the AHM Trust and 22,922 shares held by the DJM Trust, trusts established for the benefit of the reporting person's children; such shares are reported by reason of Rule 16a-1(a)(2)(ii)(A), but the reporting person disclaims any pecuniary interest in such shares; (ii) 75,928 shares owned by Samgray, L.P., a limited partnership; the reporting person, as a member of Latzim Family, LLC (the general partner of Samgray, L.P.) and as a limited partner of Samgray, L.P., has a pecuniary interest in these shares; and (iii) 67,475 shares held by the "Carol Milstein Trustee u/a DTD May 4, 2000" trust, a trust established for the benefit of the reporting person's children; the reporting person's spouse is the trustee and may be deemed to have an indirect interest. Accordingly, the reporting person may also be deemed to have an indirect interest in such shares. The reporting person disclaims any such interest.

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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