#### LUTNICK HOWARD W

Form 4

March 15, 2012

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* LUTNICK HOWARD W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BGC Partners, Inc. [BGCP]

(Check all applicable)

**OMB** 

Number:

Expires:

response...

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(First) (Middle) (Last)

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

\_X\_\_ Director X 10% Owner X\_ Officer (give title Other (specify

03/13/2012

Chairman & CEO

(Zip)

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

below)

NEW YORK, NY 10022

(City)

Security

(Instr. 3)

499 PARK AVENUE

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Disposed o	quired (A) or sposed of (D) str. 3, 4, and				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numi Share
BGC Holdings Exchangeable Limited Partnership Interests (1)	(2)	03/13/2012		A(1)(3)		886,569 (1) (3)		<u>(2)</u>	<u>(2)</u>	Class A or Class B Common Stock, par value \$0.01 per share (2)	886 (1)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
LUTNICK HOWARD W 499 PARK AVENUE NEW YORK, NY 10022	X	X	Chairman & CEO				

## **Signatures**

Reporting Person

/s/ Howard W.
Lutnick

\*\*Signature of 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).
  - On March 13, 2012, Cantor Fitzgerald, L.P. ("CFLP") purchased from BGC Holdings, L.P. ("BGC Holdings") an aggregate of 886,569 exchangeable limited partnership interests in BGC Holdings (the "Interests") at a price of \$2.93 per Interest in transactions exempt
- (1) pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended, in accordance with the Agreement of Limited Partnership of BGC Holdings, as amended and restated as of March 31, 2008 (as further amended from time to time, the "BGC Holdings Agreement").
  - The exchange rights with respect to the Interests are exercisable at any time for shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"), of BGC Partners, Inc. ("BGC Partners") (or, at CFLP's option or if there are no additional authorized
- (2) but unissued shares of Class B Common Stock, shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of BGC Partners) on a one-for-one basis (subject to adjustment). The shares of Class B Common Stock are convertible at any time on a one-for-one basis (subject to adjustment) into shares of Class A Common Stock.
- Includes 397,825 Interests purchased from BGC Holdings, as a result of the redemption of 397,825 non-exchangeable founding partner units, at an aggregate purchase price of \$1,146,771, and 488,744 Interests purchased from BGC Holdings pursuant to the Sixth Amendment of the BGC Holdings Agreement in connection with the grant of exchangeability and exchange of 488,744 founding partner units, at an aggregate purchase price of \$1,449,663.
- (4) Does not include exchange rights with respect to an aggregate of 12,996,325 Interests assumed in previous reports to have been exercised for shares of Class A Common Stock to satisfy CFLP's deferred share distribution obligations pursuant to rights provided to certain current and former partners of CFLP on April 1, 2008 and February 14, 2012. As of the date of this report, an aggregate of 17,473,709

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shares of Class A Common Stock remain subject to CFLP's deferred share distribution obligations pursuant to rights to receive shares provided to certain current and former partners of CFLP on April 1, 2008 (15,545,606 remaining shares) and the deferral by certain partners of CFLP of receipt of shares distributed by CFLP on February 14, 2012 in connection with payment of previous quarterly CFLP distributions (1,928,103 remaining shares).

- As of the date of this report, the aggregate 17,473,709 remaining shares of Class A Common Stock subject to CFLP's deferred share distribution obligations are assumed to be funded with (i) 588,119 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 588,119 Interests on May 28, 2010, (ii) 3,889,265 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 3,889,265 Interests on May 5, 2011, and (iii) the future exercise of exchange rights with respect to 12,996,325 Interests for 12,996,325 shares of Class A Common Stock. As of the date of this report, CFLP held an aggregate of 48,748,773 Interests.
- CF Group Management, Inc. ("CFGM") is the Managing General Partner of CFLP and the reporting person is the President and sole stockholder of CFGM. The reporting person disclaims beneficial ownership of all such shares in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of, or has pecuniary interest in, any such excess shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

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