

BURLINGTON COAT FACTORY WAREHOUSE CORP
 Form 4
 March 06, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MILSTEIN LAZER

2. Issuer Name and Ticker or Trading Symbol
 BURLINGTON COAT FACTORY WAREHOUSE CORP [BCF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O BURLINGTON COAT FACTORY WAREHOUSE CO, 1830 ROUTE 130

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2006

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

(Street)
 BURLINGTON, NJ 08016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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 | | 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 (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|------------|---|--------|---|--|-----------------------------------|------------------|
| | | | (Instr. 8) | (Instr. 8) | (A) or (D) | Amount | | | | Price |
| Common Stock, \$1.00 Par Value | 03/03/2006 | | G | V | 75,000 | D | \$ 0 | 1,826,901 | D | |
| Common Stock, \$1.00 Par Value | | | | | | | | 6,743,984 | I ⁽¹⁾ | See footnote (1) |
| Common Stock, | | | | | | | | 75,928 | I ⁽²⁾ | See footnote |

\$1.00 Par Value

(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 LAZER C/O BURLINGTON COAT FACTORY WAREHOUSE CO 1830 ROUTE 130 BURLINGTON, NJ 08016 | | X | | |

Signatures

/s/ Lazer
Milstein 03/05/2006

**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 of common stock owned by the Trust Established Under Article SIXTH of the Last Will and Testament of Henrietta Milstein (the "Trust") as to which the reporting person is trustee. The reporting person may be deemed to have an indirect beneficial interest in the shares held by the Trust because his father, Monroe Milstein, is a beneficiary under the Trust; however, the reporting

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person disclaims any such interest.

- (2) These shares are owned by Samgray, L.P., a limited partnership. As a member of Latzim Family, LLC (the general partnership of Samgray, L.P.) and as a limited partner of Samgray, L.P., the reporting person has a pecuniary interest in these shares.

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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