

BGC Partners, Inc.
Form 4
June 12, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CF GROUP MANAGEMENT INC

2. Issuer Name and Ticker or Trading Symbol
BGC Partners, Inc. [BGCP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

110 EAST 59TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2008

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

(Street)

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

NEW YORK, NY 10022

(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 (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)
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Class A
Common
Stock, par
value
\$0.01 per
share

2,439,009 D

Class A
Common
Stock, par
value
\$0.01 per
share ⁽¹⁾

06/10/2008

S⁽¹⁾ 3,926,178 D \$ 7.72 ⁽¹⁾ 606,477 ⁽²⁾ ⁽³⁾ I See footnote ⁽⁴⁾

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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
CF GROUP MANAGEMENT INC 110 EAST 59TH STREET NEW YORK, NY 10022	X	X		

Signatures

/s/ Howard W. Lutnick, President for CF Group Management, Inc.

06/12/2008

__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 the sale of shares of Class A Common Stock by Cantor Fitzgerald, L.P. ("CFLP") to the underwriters in a firm commitment registered public offering.

Represents the number of shares of Class A Common Stock held directly by CFLP after (i) the sale by CFLP of the 3,926,178 shares of Class A Common Stock to the underwriters and (ii) the distribution by CFLP, on an accelerated basis in connection with the public offering, of an aggregate of 6,248,355 shares of Class A Common Stock to certain current and former partners of CFLP to satisfy certain of CFLP's deferred stock distribution obligations to such partners. In Footnotes 15, 16 and 17 to Table II of a Form 4/A filed by CF Group Management, Inc. ("CFGM") on April 25, 2008, CFGM reported that it assumed that CFLP would use 33,368,608 shares of Class A or Class B Common Stock receivable upon exchange by CFLP of a portion of CFLP's 67,069,530 BGC Holdings Exchangeable Limited Partnership Interests to satisfy all of its deferred stock distribution obligations; however, (Continued to footnote 3)

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CFLP used shares of its Class A Common Stock to fund the distribution of the 6,248,355 shares of Class A Common Stock. The correct number of deferred stock distribution obligations which CFLP was required, as of April 1, 2008, to distribute to current and former CFLP partners was 33,367,358, which is 1,250 deferred stock distribution obligations lower than the 33,368,608 previously reported. In addition, the correct number of BGC Holdings Exchangeable Limited Partnership Interests held by CFLP as of April 1, 2008 was 67,133,670, which is 64,140 BGC Holdings Exchangeable Limited Partnership Interests higher than the 67,069,530 previously reported.

CFGM is the Managing General Partner of CFLP. CFGM disclaims beneficial ownership of all such shares in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that CFGM 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.