LUTNICK HOWARD W

Form 4

March 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

per share

Class A

Common

03/11/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * LUTNICK HOWARD W	2. Issuer Name and Ticker or Trading Symbol BGC Partners, Inc. [BGCP]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O BGC PARTNERS, INC., 499 PARK AVENUE	(Month/Day/Year) 03/11/2011	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10022	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zip) Table	e I - Non-D	erivative Securities	s Acquired, Disposed	of, or Beneficia	lly 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 on (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Properties (Control of the Control of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share					10,048,091	D	
Class A Common Stock, par value \$0.01	03/11/2011		P <u>(1)</u>	\$ 600 (1) A 8.	88 6,703,690 (1) (2) (3)	I	See footnotes (1) (2) (3) (4)

3,444

(1)

\$

8.89 (2) (3) (4)

6,707,134 (1) I

 $P^{(1)}$

See

footnotes

Stock, par value \$0.01 per share

(1)

(1) (2) (3) (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LUTNICK HOWARD W C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022

X X

Chairman and CEO

Signatures

Howard W. Lutnick, Chairman and Chief Executive Officer

03/15/2011

**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).
- Represents the purchase of an aggregate 4,044 shares of BGC Partners, Inc. Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), by the reporting person's spouse for an individual retirement account held in her name.

(2)

Reporting Owners 2

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The 6,707,134 shares of Class A Common Stock consist of (i) 388,812 shares held by CF Group Management, Inc. ("CFGM"), (ii) 2,050,197 shares represented by deferred stock distributions receivable by CFGM, (iii) 175,589 shares held by a trust f/b/o the descendants of the reporting person, of which the reporting person's spouse is one of two trustees and the reporting person has limited powers to remove and replace such trustees (the "Trust"), (iv) 1,610,182 shares represented by deferred stock distributions receivable by the Trust, (v) 23,780 shares represented by deferred stock distributions receivable by the reporting person's spouse, (vi) 2,048,000 shares represented by deferred stock distributions receivable by KBCR Management Partners, LLC, (vii) 254,679 shares held in the reporting person's 401(k) account, (viii) 101,485 shares held in a Keogh retirement account f/b/o the Reporting Person, (ix) 4,481 shares held in the reporting person's spouse's IRA, (continued in Footnote 3)

- (x) 23,671 shares held by trust accounts f/b/o the reporting person and members of his immediate family; (xi) 9,743 shares held in custodial accounts f/b/o certain members of the reporting person's family under the Uniform Gifts to Minors Act, and (xii) 16,515 shares held in the reporting person's IRA. Does not include 780,646 shares of Class A Common Stock acquired by Cantor Fitzgerald, L.P. ("CFLP") upon the previously reported exercise of exchange rights by CFLP with respect to 780,646 BGC Holdings, L.P. Exchangeable Limited Partnership Interests because such 780,646 shares were deemed in previous reports to have been distributed in connection with CFLP's deferred stock distribution obligations provided to certain current and former partners of CFLP on April 1, 2008.
- CFGM is the Managing General Partner of CFLP, and the reporting person is the President and sole stockholder of CFGM. KBCR is a non-managing General Partner of CFLP, and the reporting person is the managing member of KBCR. The reporting person disclaims

 (4) 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
- (4) 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.