

MERKEL STEPHEN M  
Form 4  
April 05, 2013

**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 \*  
**MERKEL STEPHEN M**

(Last) (First) (Middle)

**C/O BGC PARTNERS, INC., 499  
PARK AVENUE**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/17/2012**

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 below) \_\_\_\_\_ Other (specify below)

**EVP, Gen Counsel & Secretary**

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share	12/17/2012		A <sup>(1)</sup>		60,606	A	11
					63,975		D
Class A Common Stock, par value \$0.01 per share	12/17/2012		F <sup>(2)</sup>		30,109	D	2
					33,478		D
Class A Common	04/02/2013		D <sup>(3)</sup>		33,478	D	3
					0		D

Stock, par value \$0.01 per share

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

12,500 <sup>(4)</sup> I

By 401(k) plan

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

2,250 I

By reporting person's spouse

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
BGC Holdings Exchangeable PSU Limited Partnership Interests	<u>(1)</u>	12/17/2012		<u>A</u> <sup>(1)</sup>	60,606 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock, par value \$0.01 per share 60,606 <u>(1)</u>
BGC Holdings Exchangeable PSU Limited Partnership Interests	<u>(1)</u>	12/17/2012		<u>M</u> <sup>(1)</sup>	60,606 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock, par value \$0.01 per share 60,606 <u>(1)</u>

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERKEL STEPHEN M C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022			EVP, Gen Counsel & Secretary	

# Signatures

/s/ Steven M. Merkel, Executive Vice President, General Counsel and Secretary

04/05/2013

\_\_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) On December 17, 2012, the reporting person was granted, in an exempt transaction pursuant to Rule 16b-3 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), 60,606 exchange rights with respect to 60,606 non-exchangeable PSU limited partnership interests of BGC Holdings, L.P. ("BGC Holdings"), which were originally granted to the reporting person in 2011 as non-exchangeable PSU limited partnership interests of BGC Holdings. The 60,606 exchangeable PSU limited partnership interests of BGC Holdings were immediately exchanged by the reporting person for 60,606 shares of Class A Common Stock, par value \$0.01 per share, of BGC Partners, Inc. ("BGC Partners").

(2) Represents shares of BGC Partners Class A Common Stock disposed of pursuant to cashless withholding in an exempt transaction pursuant to Rule 16b-3 of the Exchange Act.

(3) Represents shares of BGC Partners Class A Common Stock sold by the reporting person to BGC Partners in an exempt transaction pursuant to Rule 16b-3 of the Exchange Act at a price of \$5.61 per share, which was the closing price of the Class A Common Stock on the date of sale, less 2%.

(4) Represents shares of Class A Common Stock held under the BGC Partners 401(k) plan based on a plan statement dated as of March 31, 2013.

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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