

CF GROUP MANAGEMENT INC

Form 4

May 10, 2010

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CF GROUP MANAGEMENT INC

(Last) (First) (Middle)

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)

05/06/2010

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)

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<br>Security<br>(Instr. 3)                        | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| Class A<br>Common<br>Stock, par<br>value \$0.01<br>per share |   |   |                                      | (A)<br>or<br>(D)  |  |  |   |
|  |   |   | Code                                 | V   | Amount   |  | Price   |
| Class A<br>Common<br>Stock, par<br>value \$0.01<br>per share | 05/06/2010                              |   | C <sup>(1)</sup>                     |   | 600,000<br><u>(1)</u>  | A  | \$ 0  |
|  |   |   |                                      |   | 404,030 <sup>(1)</sup>   | I  |   |
|  |   |   |                                      |   |  |  | See<br>footnote<br><u>(2)</u>                                     |

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) |                 | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title   | Amount or Number of Shares |
| Class B Common Stock, par value \$0.01 per share | (3)  |                                      |  |                                |   |  |     | (3)   | (3)             | Class A Common Stock, par value \$0.01 per share              | 48,745                     |
| Class B Common Stock, par value \$0.01 per share | (3)  | 05/06/2010                           |  | C                              | (1)   | 600,000  |     | (3)   | (3)             | Class A Common Stock, par value \$0.01 per share              | 600,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CF GROUP MANAGEMENT INC<br>499 PARK AVENUE<br>NEW YORK, NY 10022 | X             | X         |         |       |

## Signatures

/s/ Howard W. Lutnick,  
President

05/10/2010

\_\_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)

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On May 6, 2010, 600,000 shares of Class B Common Stock were converted into 600,000 shares of Class A Common Stock by Cantor Fitzgerald, L.P. ("CFLP"), of which 554,947 shares were distributed by CFLP on May 7, 2010 to certain current and former partners of CFLP to satisfy certain of CFLP's deferred stock distribution obligations provided to such partners on April 1, 2008. After the distribution of the aggregate 554,947 shares of Class A Common Stock, the aggregate number of remaining shares of Class A Common Stock subject to deferred stock distribution obligations that CFLP is required to distribute to current and former CFLP partners is 22,225,022.

- (2) CF Group Management, Inc. ("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.
- (3) 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.

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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