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MILSTEIN ANDREW R

Form 4

February 14, 2006

FORM 4

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

SECURITIES

OMB 3235-0287

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

2005 Estimated average burden hours per

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

response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILSTEIN ANDREW R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

BURLINGTON COAT FACTORY

(Check all applicable)

(Last)

Value

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/14/2006

WAREHOUSE CORP [BCF]

_X__ Director X_ Officer (give title

X__ 10% Owner Other (specify

C/O BURLINGTON COAT FACTORY, 1830 ROUTE 130

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Executive Vice President

Issuer

below)

(Street)

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

BURLINGTON, NJ 08016

(City)	(State) (Zip) Table	e I - Non	-De	erivative Se	curitie	s Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8		4. Securitie n(A) or Disp (Instr. 3, 4 a	osed o		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)
Common Stock, \$1.00 Par Value	02/14/2006		0000		110,000	,	\$ 0	2,462,308	D	
Common Stock, \$1.00 Par								226,321	I	See footnote (1)

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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		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		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
								of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MILSTEIN ANDREW R C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016

X X **Executive Vice President**

Signatures

/s/ Andrew R. 02/14/2006 Milstein

**Signature of Date

Reporting Person

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).

Includes (i) 43,928 shares held by the 1994 Andrew Milstein Trust, 16,068 shares held by the AHM Trust and 22,922 shares held by the DJM Trust, trusts established for the benefit of the reporting person's children; such shares are reported by reason of Rule

16a-1(a)(2)(ii)(A), but the reporting person disclaims any pecuniary interest in such shares; (ii) 75,928 shares owned by Samgray, L.P., a limited partnership (the reporting person, as a member of Latzim Family, LLC (the general partner of Samgray, L.P.) and as a limited partner of Samgray, L.P., has pecuniary interest in these shares); and (iii) 67,475 shares held by the "Carol Milstein u/a DTD May 4, 2000" trust, a trust established for the benefit of the reporting person's children; the reporting person's spouse is the trustee and may be deemed to have an indirect interest. Accordingly, the reporting person may also be deemed to have an indirect interest in such shares. The reporting person disclaims any such interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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