

BURLINGTON COAT FACTORY WAREHOUSE CORP  
Form SC 13G/A  
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 17)

BURLINGTON COAT FACTORY WAREHOUSE CORPORATION

(Name of Issuer)

Common Stock, \$1.00 par value per share

(Title of Class of Securities)

121579 10 6

(CUSIP Number)

December 31, 2001

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
**ANDREW R. MILSTEIN**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**UNITED STATES**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER  
**2,947,457**

6 SHARED VOTING POWER  
**36,000**

7 SOLE DISPOSITIVE POWER  
**2,947,457**

8 SHARED DISPOSITIVE POWER  
**36,000**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**2,983,457**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**6.7%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
**IN**

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Item 1(a) Name of Issuer:  
**Burlington Coat Factory Warehouse Corporation**

1(b) Address of Issuer's Principal Executive Offices:

**1830 Route 130  
Burlington, NJ 08016**

Item 2(a) Name of Person Filing:

**Andrew R. Milstein**

2(b) Address of Principal Business Office:

**1830 Route 130  
Burlington, NJ 08016**

2(c) Citizenship:

**United States of America**

2(d) Title of Class of Securities:

**Common Stock, \$1.00 par value**

2(e) CUSIP Number:

**121579 10 6**

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- |     |                          |   |
|-----|--------------------------|---|
| (a) | <input type="checkbox"/> | Broker or dealer registered under Section 15 of the Act;  |
| (b) | <input type="checkbox"/> | Bank as defined in Section 3(a)(6) of the Act;  |
| (c) | <input type="checkbox"/> | Insurance company as defined in Section 3(a)(19) of the Act;  |
| (d) | <input type="checkbox"/> | Investment company registered under Section 8 of the Investment Company Act;  |
| (e) | <input type="checkbox"/> | Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  |
| (f) | <input type="checkbox"/> | Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);   |
| (g) | <input type="checkbox"/> | Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  |
| (h) | <input type="checkbox"/> | Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  |
| (i) | <input type="checkbox"/> | Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; |
| (j) | <input type="checkbox"/> | Group, in accordance with Rule 13d-1(b)(ii)(J).   |

Not Applicable

Item 4	Ownership as of December 31, 2001	
(a)	Amount beneficially owned	2,983,457 (1)(2)
		)
(b)	Percent of class:	6.7 %
(c)	Number of Shares as to which such person has	
(i)	sole power to vote or direct the vote	2,947,457
(ii)	shared power to vote or to direct the vote	36,000
(iii)	sole power to dispose or to direct the disposition of	<b>2,947,457</b>
(iv)	Shared power to dispose of or to direct the disposition of	<b>36,000</b>

- (1) Excludes the following number of shares of Common Stock owned by members of Andrew R. Milstein's family as to which shares Andrew R. Milstein disclaims beneficial ownership:

<u>Name</u>	<u>Relationship to Andrew R. Milstein</u>	<u>Number of Shares</u>	<u>Percentage of Class (%)</u>
Monroe G. Milstein	Father	18,088,415	40.7
Stephen E. Milstein	Brother	2,718,019	6.1
Lazer Milstein	Brother	2,068,301	4.7

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- (2) Included in the 2,983,457 shares of Common Stock reported are 79,945 shares of Common Stock held by Andrew R. Milstein as trustee of the Stephen Milstein 1994 Trust and 13,032 shares of Common Stock held by Andrew R. Milstein as trustee of the SGM 1995 Trust, trusts established for the benefit of Stephen E. Milstein's children. Also included are 33,600 shares of Common Stock underlying options granted to Andrew R. Milstein. Also included are 36,000 shares of Common Stock held by Andrew R. Milstein as trustee under various trust agreements for the benefit of the children of Andrew R. Milstein, Lazer Milstein and Stephen E. Milstein.

Item 5 Ownership of Five Percent or Less of a Class:  
**Not Applicable**

Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
**Not Applicable**

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:  
**Not Applicable**

Item 8 Identification and Classification of Members of the Group:  
**Not Applicable**

Item 9 Notice of Dissolution of Group:  
**Not Applicable**

Item 10 Certification:  
**Not Applicable**

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2002

Date

/s/ Andrew R. Milstein

Signature

Andrew R. Milstein, Executive Vice President

Name/Title