

BURLINGTON COAT FACTORY WAREHOUSE CORP
 Form 4
 June 06, 2005

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 *
MILSTEIN CAROL

2. Issuer Name and Ticker or Trading Symbol
BURLINGTON COAT FACTORY WAREHOUSE CORP [BCF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O BURLINGTON COAT FACTORY, 1830 RT 130
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2005

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

BURLINGTON, NJ 08016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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		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	(D)				Price
Common Stock, \$1.00 Par Value	06/02/2005		G	V	67,475	A	\$ 0	6,811,459	I	By trust ⁽¹⁾
Common Stock, \$1.00 Par Value								2,840,131	I	By spouse ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN CAROL C/O BURLINGTON COAT FACTORY 1830 RT 130 BURLINGTON, NJ 08016		X		

Signatures

/s/ Paul C. Tang by power of attorney filed herewith 06/06/2005

__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).

Includes 67,475 shares held in the "Carol Milstein Trustee u/a DTD May 4, 2000" trust (the "2000 Trust"), of which the reporting person is the trustee. On June 2, 2005, Andrew R. Milstein transferred 67,475 shares of issuer common stock to the 2000 Trust. The reporting person may also be deemed to have an indirect beneficial interest in the shares held by the 2000 Trust because her children are

(1) beneficiaries under the 2000 Trust. The reporting person disclaims any such interest. Also includes 6,743,984 shares held by the Trust Established Under Article SIXTH of the Last Will and Testament of Henrietta Milstein (the "Trust"), of which the reporting person is the trustee. The reporting person may also be deemed to have an indirect beneficial interest in the shares held by the Trust because her father-in-law, Monroe G. Milstein, is a beneficiary under the Trust. The reporting person disclaims any such interest.

(2)

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Includes 2,681,285 shares of issuer common stock in which the reporting person's spouse has a direct beneficial interest and 158,846 shares of issuer common stock in which the reporting person's spouse has an indirect beneficial interest. The reporting person disclaims any interest in the shares held by her spouse.

Remarks:

Exhibit Index: Exhibit 24, Power of Attorney

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.