

MILSTEIN MONROE G
Form 4
December 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 MONROE G

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O BURLINGTON COAT FACTORY, 1830 ROUTE 130

(Street)

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

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

BURLINGTON, NJ 08016

(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 (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			
Common Stock, \$1.00 Par Value	12/27/2005		G ⁽¹⁾	V 1,800 A \$ 0 1,800		D	
Common Stock, \$1.00 Par Value	12/27/2005		G ⁽²⁾	V 1,800 D \$ 0 0		D	
Common Stock, \$1.00 Par					467,001	I	See footnote ⁽³⁾

Value			
Common Stock, \$1.00 Par Value	1,430	I	See footnote <u>(4)</u>
Common Stock, \$1.00 Par Value	2,000	I	By spouse
Common Stock, \$1.00 Par Value	18,516,200	I	See footnote <u>(5)</u>

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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN MONROE G C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016	X	X	Chief Executive Officer	

Signatures

/s/ Paul C. Tang by Power of Attorney Previously
Filed

12/28/2005

__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).
- (1) Represents shares of common stock that the MM Intangibles Trust, of which the reporting person is the settlor and beneficiary, transferred to the reporting person by gift.
- (2) Represents shares of common stock that the reporting person transferred by gift to Abrams Hebrew Academy.
Represents shares of common stock held by the MM 2005 Intangibles Trust, of which the reporting person is the settlor and beneficiary
- (3) and the reporting person's son is the trustee. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (4) Represents shares owned by the Estate of Henrietta Milstein. As executor of the Estate, the reporting person has voting and dispositive power over these shares, but disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest.
Includes 6,743,984 shares held by the Trust Established Under Article SIXTH of the Last Will and Testament of Henrietta Milstein (the "Trust"). The reporting person may be deemed to have an indirect beneficial interest in the shares owned by the Trust because the reporting person is a beneficiary under the Trust and has limited dispositive rights with respect to the shares owned by the Trust.
- (5) The reporting person disclaims any such interest. Also includes 11,772,216 shares representing the reporting person's proportionate interest in 12,000,000 shares held by Samgray, L.P. The reporting person is a limited partner in Samgray, L.P., and members of the reporting person's family control the general partner of Samgray, L.P.

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.