

BURLINGTON COAT FACTORY WAREHOUSE CORP

Form 4

January 14, 2005

FORM 4UNITED 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 *
MILSTEIN ANDREW R

(Last) (First) (Middle)

C/O BURLINGTON COAT
FACTORY WAREHOUSE
CO, 1830 ROUTE 130

(Street)

BURLINGTON, NJ 08016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BURLINGTON COAT FACTORY
WAREHOUSE CORP [BCF]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2005

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) Executive V.P.

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1,00 Par Value	01/14/2005		G	5,000 D \$ 0	2,748,760	D	
Common Stock, \$1.00 Par Value					6,743.984	I	By spouse (1)
Common Stock,					158,846	I	see footnote (2)

\$1.00 Par
Value

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

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(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 Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN ANDREW R C/O BURLINGTON COAT FACTORY WAREHOUSE CO 1830 ROUTE 130 BURLINGTON, NJ 08016	X		Executive V.P.	

Signatures

/s/ Paul C. Tang by power of attorney previously
filed

01/14/2005

__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 in which the reporting person's spouse 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.

(2) Includes 43,928 shares held by the Andrew Milstein Trust and 16,068 shares held by the AHM Trust and 22,922 shares held by the DJM Trust, trusts established for the benefit of the children of Andrew Milstein. Such shares are reported by reason of Rule 16a-1(a)(2)(ii)(A),

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but Andrew Milstein disclaims any pecuniary interest in such shares. This also includes 75,928 shares owned by Samgray, L.P., a limited partnership. Andrew Milstein, 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.

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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