

MILSTEIN ANDREW R
Form 4/A
January 06, 2006

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 ANDREW R

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)
06/02/2005

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

C/O BURLINGTON COAT FACTORY, 1830 ROUTE 130

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/06/2005

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 (D) Price | | | |
| Common Stock, \$1.00 Par Value | 06/02/2005 | | G | V 67,475 D \$ 0 | 2,572,308 ⁽¹⁾ | D | |
| Common Stock, \$1.00 Par Value | 06/02/2005 | | G | V 67,475 A \$ 0 | 67,475 | I | See footnotes ⁽²⁾ ⁽³⁾ |
| Common Stock, \$1.00 Par | | | | | 158,846 | I | See footnote ⁽⁴⁾ |

Value

Common
Stock,
\$1.00 Par
Value

6,743,984 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 Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILSTEIN ANDREW R C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016 | X | | Executive Vice President | |

Signatures

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

01/06/2006

**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).

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- This amendment is being filed to correct an error in the number of shares reported as beneficially owned by the reporting person after the reportable transaction. The error was caused by the incorrect inclusion of shares held for the benefit of the children of the reporting person's brother in trusts of which the reporting person is the trustee. The original filing incorrectly reported the reporting person's direct beneficial ownership in 2,681,285 shares; the correct number is 2,572,308 shares.
- (1)
 - (2) 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.
Represents 67,475 shares held by the "Carol Milstein Trustee u/a DTD May 4, 2000" trust (the "2000 Trust"), a trust established for the benefit of the children of the reporting person. The reporting person transferred these shares to the 2000 Trust on June 2, 2005. The reporting person's spouse is the trustee of the 2000 Trust.
 - (3) Includes 43,928 shares held by the 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 children of the reporting person. 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. Also includes 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 a pecuniary interest in these shares.
 - (4)

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.