

MILSTEIN MONROE G
Form 4
July 12, 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 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)
C/O BURLINGTON COAT FACTORY, 1830 ROUTE 130
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO and Chairman

BURLINGTON, NJ 08016

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$1.00 Par Value | 02/28/2005 | | P | 1,430 A \$ 28.04 | 1,430 | I | See footnote (1) |
| Common Stock, \$1.00 Par Value | | | | | 468,801 | D | |
| Common Stock, \$1.00 Par | | | | | 2,000 | I | By spouse |

Value

Common
Stock,
\$1.00 Par
Value

18,516,200 I

See
footnote
(2)

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 (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | President, CEO and Chairman | |

Signatures

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

07/12/2005

**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).

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- (1) The Estate of Henrietta Milstein acquired 1,430 shares in connection with the redemption of the Estate's entire interest in an exchange fund. As the 1,430 shares of issuer common stock were a part of the diversified portfolio of securities acquired by the Estate in connection with the redemption, the reporting person had been inadvertently unaware of their inclusion in the portfolio until recently. The shares of issuer common stock were valued at \$28.04 per share for the purpose of determining the number of shares distributable to the Estate in connection with the redemption. 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 therein.

- (2) 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. 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.

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