

MILSTEIN CAROL
Form 4
January 06, 2006

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 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)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2006

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

C/O BURLINGTON COAT FACTORY, 1830 RT 130

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$1.00 Par Value | 01/04/2006 | | J ⁽¹⁾ | | 6,743,984 | D | \$ 0 | 67,475 | I | By trust ⁽²⁾ |
| Common Stock, \$1.00 Par Value | | | | | | | | 2,731,154 | I | By spouse ⁽³⁾ |

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

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 CAROL C/O BURLINGTON COAT FACTORY 1830 RT 130 BURLINGTON, NJ 08016 | | X | | |

Signatures

/s/ Paul C. Tang by power of attorney previously filed
Date: 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).
- (1) Represents 6,743,984 shares owned by the Trust Established under Article SIXTH of the Last Will and Testament of Henrietta Milstein, of which the reporting person resigned as trustee effective as of January 4, 2006.
- (2) Represents 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. 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 beneficiaries under the 2000 Trust. The reporting person disclaims any such interest.
- (3) Includes 2,572,308 shares of issuer common stock in which the reporting person's spouse has a direct beneficial ownership and 158,846 shares of issuer common stock in which the reporting person's spouse has an indirect beneficial ownership. The reporting person disclaims any interest in the shares beneficially owned by her spouse.

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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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