

BGC Partners, Inc.  
Form 4/A  
May 25, 2010

**FORM 4**

**UNITED 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CANTOR FITZGERALD L P

2. Issuer Name **and** Ticker or Trading  
Symbol  
BGC Partners, Inc. [BGCP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
499 PARK AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2010

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/10/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock <sup>(1)</sup>	05/06/2010		C <sup>(1)(2)(3)</sup>		600,000 <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> A \$ 0	254,617 <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> D	

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)

# Edgar Filing: BGC Partners, Inc. - Form 4/A

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
CANTOR FITZGERALD L P 499 PARK AVENUE NEW YORK, NY 10022	X	X		

## Signatures

/s/ Howard W. Lutnick, Chairman, Chief Executive Officer and President for CANTOR  
FITZGERALD, L.P.

05/25/2010

\_\_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) Cantor Fitzgerald, L.P. ("CFLP") is amending Table I in the Form 4 originally filed on May 10, 2010 for the purpose of correcting the number of shares of Class A Common Stock that CFLP beneficially owned following both the reported transaction and the distribution of shares of Class A Common Stock to satisfy certain of CFLP's deferred stock distribution obligations that CFLP has to certain current and former CFLP partners.

(2) On May 6, 2010, CFLP converted 600,000 shares of Class B Common Stock into 600,000 shares of Class A Common Stock, of which 554,947 shares were distributed by CFLP on May 7, 2010 to certain current and former partners of CFLP to satisfy certain of CFLP's deferred stock distribution obligations that CFLP provided to such partners on April 1, 2008. In addition, because CFLP had previously distributed 77,791 shares of Class A Common Stock on March 23, 2010 and 71,622 shares of Class A Common Stock on April 12, 2010 to certain current and former partners of CFLP to satisfy certain of CFLP's deferred stock distribution obligations, after the distribution of the 554,947 shares of Class A Common Stock on May 7, 2010, CFLP had beneficial ownership of 254,617 shares of Class A Common Stock (rather than the 404,030 shares previously reported). (Continue to footnote 3)

(3) After CFLP's distribution of an aggregate of 704,360 shares of Class A Common Stock on March 23, 2010, April 12, 2010 and May 7, 2010, the aggregate number of remaining shares of Class A Common Stock subject to deferred stock distribution obligations that CFLP is required to distribute to current and former CFLP partners is 22,143,400.

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.