

BGC Partners, Inc.
Form 4
July 21, 2015

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 *
DALTON JOHN H

(Last) (First) (Middle)

C/O BGC PARTNERS, INC., 499
PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2015

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)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock, par value \$0.01 per share | 07/17/2015 | | M | | 10,000 A \$ 8.86 | 132,751 ⁽¹⁾ | D |
| Class A Common Stock, par value \$0.01 per share | 07/17/2015 | | F | | 9,579 ⁽²⁾ D \$ 9.25 | 123,172 ⁽¹⁾ | D |
| Class A Common | 07/17/2015 | | G | | 421 D \$ 0 | 122,751 ⁽¹⁾ | D |

Stock, par value \$0.01 per share

Class A Common

| | | | | | | | | |
|-----------------------------------|------------|---|-----|-----------------|------|-----|---|----------|
| Stock, par value \$0.01 per share | 07/17/2015 | G | 421 | <u>A</u> (3) | \$ 0 | 421 | I | By Trust |
|-----------------------------------|------------|---|-----|-----------------|------|-----|---|----------|

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 8.86 | 07/17/2015 | | M | 10,000 | 07/16/2006 07/20/2015 | Class A Common Stock, par value \$0.01 per share 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DALTON JOHN H C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022 | X | | | |

Signatures

/s/ John H.
Dalton

07/21/2015

__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) Includes 5,476 shares of Class A Common Stock represented by 5,476 restricted stock units ("RSUs") granted under the BGC Partners, Inc. Sixth Amended and Restated Long Term Incentive Plan. Each RSU represents a contingent right to receive one share of Class A Common Stock. Of the 5,476 RSUs, 2,738 RSUs will vest on June 2, 2016 and 2,738 RSUs will vest on June 2, 2017, provided in each case that the reporting person continues to serve as a member of the Board of Directors on such date.

(2) Reflects 9,579 shares of Class A Common Stock withheld by the Issuer at the fair market value of \$9.25 per share on the date of exercise to pay the exercise price for the 10,000 options exercised by the reporting person.

(3) Reflects a gift of shares of Class A Common Stock by the reporting person to a trust for the benefit of the reporting person's family.

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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