

BURLINGTON COAT FACTORY WAREHOUSE CORP

Form 4

February 15, 2006

FORM 4UNITED 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 SECURITIESFiled 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 STEPHEN E

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)

02/14/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive V.P.C/O BURLINGTON COAT
FACTORY, 1830 ROUTE 130

(Street)

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

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)
Common Stock, \$1.00 Par Value	02/14/2006		G	V 250,000 D \$ 0	2,288,745	D	
Common Stock, \$1.00 Par Value					352,001	I	See footnote (1)
Common Stock, \$1.00 Par					207,329	I	See footnote (2)

Value

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. Nu Deriv Secur Bene Own Follo Repor 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
MILSTEIN STEPHEN E C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016	X	X	Executive V.P.	

Signatures

/s/ Stephen E.
Milstein 02/14/2006

**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).

Represents shares held by the MM 2005 Intangibles Trust as to which the reporting person is trustee and the reporting person's father is the settlor and beneficiary. The reporting person may be deemed to have a beneficial interest in such shares by reason of Rule 16a-1(a)(2), but disclaims any pecuniary interest in such shares.

(2)

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Includes 79,379 shares held by the Stephen Milstein 1994 Trust U/A dated July 8, 1994, and 13,032 shares held by The SGM Trust U/A dated December 30, 1995, 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 16,068 shares held by The AHM Trust U/A dated December 31, 1984 and 22,922 shares held by The DJM Trust U/A dated November 4, 1988, trusts of which the reporting person is trustee. 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.

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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