

LUTNICK HOWARD W
 Form 5
 February 14, 2013

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LUTNICK HOWARD W

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

**C/O BGC PARTNERS, INC., 499
 PARK AVENUE**
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10022
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share				(A) or (D) Price	8,973,721	D	
Class A Common Stock, par	03/09/2012		G ⁽¹⁾	325,000 (1)	\$ 0 9,382,236 (2) (3) (4) (5) (6) (7) (8)	I	See footnotes (2) (3) (4) (5)

value									(6) (7) (8)
\$0.01 per share									
Class A Common Stock, par value \$0.01 per share	04/23/2012	Â	G ⁽⁹⁾	2,977 ⁽⁹⁾	D	\$ 0	9,379,259 <u>(2) (3) (4) (5)</u> <u>(6) (7) (8) (9)</u>	I	See footnotes <u>(2) (3) (4) (5)</u> <u>(6) (7) (8) (9)</u>
Class A Common Stock, par value \$0.01 per share	10/19/2012	Â	G ⁽¹⁰⁾	4,685 <u>(10)</u>	D	\$ 0	9,374,574 <u>(2) (3) (4) (5)</u> <u>(6) (7) (9) (10)</u>	I	See footnotes <u>(2) (3) (4) (5)</u> <u>(6) (7) (9)</u> <u>(10)</u>

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

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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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTNICK HOWARD W C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022	Â X	Â X	Â Chairman & CEO	Â

Signatures

/s/ Howard W.
Lutnick

02/14/2013

**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 gifts in the aggregate of 325,000 shares of BGC Partners, Inc. Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), consisting of (i) a gift of 75,000 shares by Cantor Fitzgerald, L.P. ("CFLP") to a charitable organization, and (ii) a gift of 250,000 shares by the reporting person's personal asset trust to a charitable organization.
- (2) The 9,382,236 shares of Class A Common Stock consist of (i) 388,812 shares held by CF Group Management, Inc. ("CFGM"), (ii) 2,210,872 shares represented by deferred stock distributions receivable by CFGM (consisting of 2,050,197 shares subject to deferred stock distribution obligations provided to certain current and former partners of CFLP on April 1, 2008 (the "April 2008 deferred stock distribution obligations") and 160,675 shares subject to deferred stock distribution obligations provided to partners of CFLP on February 14, 2012 (the "February 2012 deferred stock distribution obligations")), (iii) 818,131 shares held in various trusts and custodial accounts for the benefit of the reporting person and his family, (continued in footnote 3)
- (3) (iv) 1,610,182 shares represented by April 2008 deferred stock distribution obligations receivable by a trust for the benefit of the descendants of the reporting person and his immediate family, of which the reporting person's spouse is one of two trustees and the reporting person has limited powers to remove and replace such trustees, (v) 1,517,428 shares held in the reporting person's personal asset trust, of which the reporting person is sole trustee, (vi) 26,052 shares represented by deferred stock distributions receivable by the reporting person's spouse (consisting of 23,780 shares subject to April 2008 deferred stock distribution obligations and 2,272 shares subject to February 2012 deferred stock distribution obligations), (continued in footnote 4)
- (4) (vii) 2,335,967 shares represented by deferred stock distributions receivable by KBCR Management Partners, LLC ("KBCR") (consisting of 2,048,000 shares subject to April 2008 deferred stock distribution obligations and 287,967 shares subject to February 2012 deferred stock distribution obligations), (viii) 325,046 shares held in the reporting person's 401(k) account, (ix) 124,802 shares held in a Keogh retirement account for the benefit of the reporting person, (x) 5,274 shares held in the reporting person's spouse's IRA accounts, and (xi) 19,670 shares held in the reporting person's IRA.
- (5) Does not include an aggregate of 4,060,247 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 4,060,247 BGC Holdings, L.P. Exchangeable Limited Partnership Interests ("Interests"), because such aggregate 4,060,247 shares of Class A Common Stock were assumed in previous reports to have been distributed in connection with CFLP's deferred stock distribution obligations.
- (6) As of December 31, 2012, an aggregate of 17,139,076 shares of Class A Common Stock remain subject to CFLP's deferred stock distribution obligations, consisting of (i) April 2008 deferred stock distribution obligations (15,256,461 remaining shares) and February 2012 deferred stock distribution obligations (1,882,615 remaining shares).
- (7) The aggregate number of remaining shares of Class A Common Stock subject to CFLP's deferred stock distribution obligations (17,139,076 shares) were assumed in prior filings to be funded with (i) 4,142,751 shares of Class A Common Stock previously acquired by CFLP upon exercise of exchange rights with respect to 4,142,751 Interests, and (ii) the future exercise of exchange rights with respect to 12,996,325 Interests for 12,996,325 shares of Class A Common Stock. However, since the 75,000 shares of Class A Common Stock gifted on March 9, 2012 were derived from the exchange of Interests, CFLP will need to exchange 75,000 more Interests for 75,000 shares of Class A Common Stock than previously reported to satisfy all of its 17,139,076 remaining deferred stock distribution obligations.
- (8) CFGM is the Managing General Partner of CFLP, and the reporting person is the Chief Executive Officer and sole stockholder of CFGM. KBCR is a non-managing General Partner of CFLP, and the reporting person is the managing member of KBCR. The reporting person disclaims beneficial ownership of all shares held by CFLP, CFGM and KBCR in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of, or has pecuniary interest in, any such excess shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (9) Represents a gift of 2,977 shares of Class A Common Stock by the reporting person's personal asset trust to a charitable organization. After such gift, the reporting person's reportable indirect ownership of shares of Class A Common Stock is as reflected in footnotes 2-4 above; however, the number of shares in clause (v) of footnote 3 is 1,514,451, which reflects the gift of 2,977 shares Class A Common Stock.
- (10)

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Represents gifts in the aggregate of 4,685 shares of Class A Common Stock by the reporting person's personal asset trust to two charitable trusts of 1,109 and 3,666 shares of Class A Common Stock, respectively. After such gifts, the reporting person's reportable indirect ownership of shares of Class A Common Stock is as reflected in footnotes 2-4 above; however, the number of shares in clause (v) of footnote 3 is 1,509,761, which reflects the gifts of an aggregate of 4,685 shares of Class A Common Stock.

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