BGC Partners, Inc. Form 4 June 10, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

to

Expires:

January 31, 2005

0.5

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X Form filed by One Reporting Person Form filed by More than One Reporting

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Add MERKEL STI	EPHEN M	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
		BGC Partners, Inc. [BGCP] (Check all applicable)					
(Last)	(First) (Middle)	3. Date of Earliest Transaction					
		(Month/Day/Year)	Director 10% Owner				
C/O BGC PAI PARK AVE.	RTNERS, INC., 499	06/10/2008	X_ Officer (give title Other (specify below)				
TIME TIVE.			Exe. VP, Gen Counsel & Sec				
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)	Applicable Line)				

NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non	ı-De	rivative Se	curiti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				of (D)	5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, par value \$0.01 per share	05/20/2008		G V	V	135	D	\$0	251,236	D	
Class A Common Stock, par value \$0.01 per share	06/10/2008		S		175,000	D	\$ 7.72	76,236 <u>(1)</u>	D	

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Class A			
Common			
Stock, par	2,250	I	Py chouse
value	2,230	1	By spouse
\$0.01 per			
share			
Class A			
Class A Common			
	2 202	T	By 401(k)
Common	3,892	I	By 401(k) Plan
Common Stock, par	3,892	I	•

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) Derivati	ive		Secur	ities	(Instr. 5)
	Derivative				Securiti	es		(Instr.	3 and 4)	
	Security				Acquire	ed				
					(A) or					
					Dispose	ed				
					of (D)					
					(Instr. 3	,				
					4, and 5	5)				
									A	
									Amount	
						Date	Expiration	Title	or Number	
						Exercisable	Date	Title	of	
				Codo	V (A) (D	.,				
				Code	V (A) (D	')			Shares	

Reporting Owners

Reporting Owner Name / Address			Keiationsnips	
	Director	10% Owner	Officer	Other

MERKEL STEPHEN M C/O BGC PARTNERS, INC. 499 PARK AVE. NEW YORK, NY 10022

Exe. VP, Gen Counsel & Sec

Reporting Owners 2

Signatures

/s/ Stephen M. 06/10/2008 Merkel

**Signature of Date
Reporting Person

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 shares of Class A Common Stock sold by the reporting person to BGC Partners, Inc.

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.

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