

BGC Partners, Inc.
Form 4
September 27, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MERKEL STEPHEN M

(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)

09/23/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, General Counsel and Sec'y

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock, par value \$0.01 per share	04/26/2016		G ⁽¹⁾	V	5,500 ⁽¹⁾	D \$ 0	56,002 D
Class A Common Stock, par value \$0.01 per share	06/28/2016		G ⁽¹⁾	V	6,000 ⁽¹⁾	D \$ 0	50,002 D
Class A Common	08/04/2016		G ⁽¹⁾	V	7,750 ⁽¹⁾	D \$ 0	42,252 D

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Stock, par
value \$0.01
per share

Class A
Common

Stock, par 09/13/2016
value \$0.01
per share

G⁽¹⁾ V 2,816
(1) D \$ 0 39,436 D

Class A
Common

Stock, par 09/23/2016
value \$0.01
per share

J⁽²⁾ V 16,634
(2) A \$ 0 56,070 D

Class A
Common

Stock, par 09/23/2016
value \$0.01
per share

J⁽²⁾ V 4,131
(2) A \$ 0 4,131 I By various
trusts ⁽³⁾

Class A
Common

Stock, par
value \$0.01
per share

17,301 I By 401(k)
plan ⁽⁴⁾

Class A
Common

Stock, par
value \$0.01
per share

2,250 I By
reporting
person's
spouse

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)

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
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MERKEL STEPHEN M C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022	EVP, General Counsel and Sec'y

Signatures

/s/ Stephen M.
Merkel 09/27/2016

__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 gifts of shares of BGC Partners, Inc. Class A common stock, par value \$0.01 per share (the "Class A Common Stock") by the reporting person to various charitable organizations.
 - (2) Represents shares of Class A Common Stock received by the reporting person in a pro rata distribution by Cantor Fitzgerald, L.P. ("CFLP") to partners of CFLP in a transaction exempt under Rule 16a-9(a) under the Securities Exchange Act of 1934, as amended.
 - (3) Represents shares of Class A Common Stock held in trusts for the benefit of the reporting person's immediately family, of which the reporting person's spouse is the sole trustee of each trust and the reporting person has the power to remove and replace such trustee.
 - (4) Represents shares of Class A Common Stock held in the reporting person's 401(k) account as of August 31, 2016.

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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