

BURLINGTON COAT FACTORY WAREHOUSE CORP
 Form 4
 May 20, 2005

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 *
 LAUB JEFFREY

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)
 C/O BURLINGTON COAT FACTORY WAREHOUSE CO, 1830 ROUTE 130
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2005

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

BURLINGTON, NJ 08016
 (City) (State) (Zip)

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

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
Common Stock, \$1.00 Par Value	05/20/2005		M ⁽¹⁾		1,000	A	\$ 16.28
Common Stock, \$1.00 Par Value	05/20/2005		S		1,000	D	\$ 28.90
Common Stock,	05/20/2005		M ⁽¹⁾		1,200	A	\$ 16.84

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\$1.00 Par Value									
Common Stock, \$1.00 Par Value	05/20/2005	S	1,200	D	\$ 28.90	(2)		D	
Common Stock, \$1.00 Par Value	05/20/2005	M ⁽¹⁾	2,800	A	\$ 15.44	0	(2)	D	
Common Stock, \$1.00 Par Value	05/20/2005	S	2,800	D	\$ 28.90	0		D	
Common Stock, \$1.00 Par Value						635		I	By 401(k) Plan

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option	\$ 16.28	05/20/2005		M ⁽¹⁾	1,000	03/20/1998 03/20/2008	Common Stock, \$1.00 Par Value	1,000
Employee Stock Option	\$ 16.84	05/20/2005		M ⁽¹⁾	1,200	08/27/1999 08/27/2009	Common Stock, \$1.00 Par	1,200

Employee								Value	
Stock	\$ 15.44	05/20/2005		M ⁽¹⁾	2,800	01/24/2002	01/24/2012	Common Stock, \$1.00 Par Value	2,800
Option									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUB JEFFREY C/O BURLINGTON COAT FACTORY WAREHOUSE CO 1830 ROUTE 130 BURLINGTON, NJ 08016			Controller	

Signatures

/s/ Jeffrey Laub 05/20/2005

**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) Exempt pursuant to Rule 16b-6(b).
- (2) The aggregate number of securities beneficially owned directly by the reporting person following the reported transaction is shown in row 6 on Table I.

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.