

MILSTEIN STEPHEN E
Form 4/A
November 10, 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 *
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)

(Street)

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

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) | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | | |
| Common Stock, \$1.00 Par Value | 11/30/2004 | | G | V | 9,669 | A \$ 0 | 2,558,179 ⁽¹⁾ | D |
| Common Stock, \$1.00 Par Value | | | | | | | 187,895 ⁽¹⁾ | I See footnote ⁽²⁾ |

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILSTEIN STEPHEN E | X | | Executive Vice President | |

Signatures

/s/ Paul C. Tang by power of attorney previously filed 11/10/2005

__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).
- This amendment is being filed to correct errors in column 5 of the original filing reporting the total number of shares beneficially owned directly and indirectly by the reporting person after the reported transaction. The original filing incorrectly included in the 2,629,169 shares reported as owned directly by the reporting person (a) 32,000 shares transferred to Samgray, L.P. by the reporting person on
- (1) January 2, 2003, as reported in Amendment No. 1 to Schedule 13D filed with the SEC on January 10, 2003, and (b) the following shares of common stock held by the following trusts of which the reporting person is the trustee: 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 (collectively, the "Trust Shares"). The reporting person's beneficial ownership in the Trust Shares, if any, is indirect, not direct as reported in the original filing.
 - (2) This amendment is also being filed to correct an error in footnote (2) of the original filing which listed the number of shares held by The Stephen Milstein 1994 Trust U/A dated July 8, 1994 (the "1994 Trust") as 67,445 instead of 59,945 shares. Includes 59,945 shares held by the 1994 Trust 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 the Trust Shares, but 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

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(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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