

BGC Partners, Inc.
 Form 4/A
 February 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
 CANTOR FITZGERALD, L. P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 499 PARK AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/17/2010

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/19/2010

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount |
|--|---------------------|------------|------|------------|---|-----|------------------|-----------------|--|--------|
| | | | | | (A) | (D) | | | | |
| BGC Holdings Exchangeable Limited Partnership Interests ⁽¹⁾ | <u>(2)</u> | 11/17/2010 | A | <u>(3)</u> | 1,489,338 <u>(4)</u> | | <u>(2)</u> | <u>(2)</u> | Class A or Class B Common Stock, par value \$0.01 per share <u>(2)</u> | 1,48 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CANTOR FITZGERALD, L. P. 499 PARK AVENUE NEW YORK, NY 10022 | X | X | | |

Signatures

/s/ Howard W. Lutnick, Chairman, Chief Executive Officer and President for Cantor Fitzgerald, L.P. 02/17/2011

 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) Cantor Fitzgerald, L.P. ("CFLP") is amending Table II in the Form 4 originally filed on November 19, 2010 for the purpose of correcting the number of BGC Holdings, L.P. ("BGC Holdings") exchangeable limited partnership interests (the "Interests") acquired by CFLP on November 17, 2010 and the resulting number of Interests owned by CFLP following the reported transaction.

The exchange rights with respect to the Interests owned by CFLP are exercisable at any time for shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"), of BGC Partners, Inc. ("BGC Partners") (or, at CFLP's option or if there are no additional authorized but unissued shares of Class B Common Stock, shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of BGC Partners) on a one-for-one basis (subject to adjustment). The shares of Class B Common Stock are convertible at any time on a one-for-one basis (subject to adjustment) into shares of Class A Common Stock.
 - (2) Exempt acquisition of Interests from BGC Holdings pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended, in accordance with the Agreement of Limited Partnership of BGC Holdings, as amended and restated as of March 31, 2008 (as further amended from time to time).
 - (3) Represents 1,489,338 Interests purchased from BGC Holdings as a result of redemptions of units of founding partners at an aggregate purchase price of \$5,320,093.

Does not include exchange rights with respect to 18,583,026 Interests assumed in previous reports to have been exercised for shares of Class A Common Stock to satisfy CFLP's deferred stock distribution obligations provided to certain current and former partners of CFLP on April 1, 2008. As of the date of this report, the aggregate number of remaining shares of Class A Common Stock subject to CFLP's deferred stock distribution obligations is 19,363,672, which is assumed to be funded with 780,646 shares of Class A Common Stock acquired upon exercise of exchange rights with respect to 780,646 Interests on May 28, 2010 and the future exercise of exchange rights with respect to the 18,583,026 Interests.

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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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