

Windeatt Sean A
 Form 3
 November 17, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Windeatt Sean A (Last) (First) (Middle) C/O BGC PARTNERS, INC.,Â 499 PARK AVENUE (Street) NEW YORK,Â NYÂ 10022 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/05/2008 | 3. Issuer Name and Ticker or Trading Symbol BGC Partners, Inc. [BGCP] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) COO effective 01/01/2009 | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Class A Common Stock, par value \$0.01 per share | 9,314 | D | Â |
| Class A Common Stock, par value \$0.01 per share | 9,314 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| BGC Holdings Exchangeable Founding Partner Interests | Â (2)(3) | Â (2)(3) | Class A Common Stock, par value \$0.01 per share | 9,579 ⁽²⁾ ₍₃₎ \$ ⁽²⁾ ₍₃₎ | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Windeatt Sean A C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022 | Â | Â | Â COO effective 01/01/2009 | Â |

Signatures

/s/ Sean A.
Windeatt

11/17/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These 9,314 shares of Class A Common Stock are represented by restricted stock units granted to the reporting person in September, 2007 under the Amended and Restated BGC Partners, Inc. Long Term Incentive Plan, issued upon the closing of the Merger (as defined below), which occurred on April 1, 2008. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock. The restricted stock units will vest on August 31, 2009. Vested shares are delivered to the reporting person on the vesting date, provided that the reporting person continues to be employed by BGC Partners, Inc. (the "Company") on such date.

(2) Prior to the Merger (as defined below), Cantor Fitzgerald, L.P. ("CFLP") separated (the "Separation") its inter-dealer brokerage business, market data business and certain fulfillment businesses (collectively, the "BGC Businesses") from the remainder of CFLP's businesses and contributed the BGC Businesses to BGC Partners, LLC, which then merged (the "Merger") with and into eSpeed, Inc., which was renamed BGC Partners, Inc. (Continued in footnote 3)

(3) In connection with the Separation and Merger, the reporting person received from CFLP in respect of a portion of his CFLP limited partnership units 9,579 BGC Holdings, L.P. ("BGC Holdings") Exchangeable Founding Partner Interests, which are exchangeable into shares of Class A Common Stock on a one-for-one basis (subject to adjustment). The 9,579 Exchangeable Founding Partner Interests are currently exchangeable, and the shares receivable upon exchange become saleable on the first anniversary of the closing of the Merger (subject to acceleration) and subject to applicable law. The reporting person's Exchangeable Founding Partner Interests are automatically exchanged for shares of Class A Common Stock upon termination or bankruptcy of the reporting person or upon redemption of such Interests by BGC Holdings.

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Remarks:

On November 5, 2008, the Company's Board of Directors appointed the reporting person to serve a

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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