

BURLINGTON COAT FACTORY WAREHOUSE CORP
 Form 4
 March 30, 2006

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 ANDREW R

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, 1830 ROUTE 130
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/29/2006

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

BURLINGTON, NJ 08016

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

(City) (State) (Zip)

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	03/29/2006		G	V	2,129,057 <u>(1)</u>	D	\$ 0 333,251
Common Stock, \$1.00 Par Value						I	226,321
							See footnote <u>(2)</u>

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN ANDREW R C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016	X	X	Executive Vice President	

Signatures

/s/ Andrew R. Milstein 03/30/2006

**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) Represents shares of common stock that the reporting person transferred by gift to Cadasa Investments, LLC ("Cadasa"). All of the membership interests in Cadasa are owned by The Andrew R. Milstein Family Irrevocable Trust (the "Trust"). The reporting person is the grantor of the Trust and, together with his spouse, siblings, issue and father, are beneficiaries of the Trust.
 - (2) Includes (i) 43,928 shares held by the 1994 Andrew Milstein Trust, 16,068 shares held by the AHM Trust and 22,922 shares held by the DJM Trust, 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; (ii) 75,928 shares owned by Samgray, L.P., a limited partnership (the reporting person, as a member of Latzim Family, LLC (the general partner of Samgray, L.P.) and as a limited partner of Samgray, L.P., has a pecuniary interest in these shares); and (iii) 67,475 shares held by the "Carol Milstein u/a DTD May 4, 2000" trust, a trust established for the benefit of the reporting person's children; the reporting person's spouse is the trustee and may be

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deemed to have an indirect interest. Accordingly, the reporting person may also be deemed to have an indirect interest in such shares. The reporting person disclaims any such interest.

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.