

BURLINGTON COAT FACTORY WAREHOUSE CORP
 Form 4
 June 06, 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 CAROL

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 RT 130
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/02/2005

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

BURLINGTON, NJ 08016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)	
			Code	V	Amount	(D)				Price
Common Stock, \$1.00 Par Value	06/02/2005		G	V	67,475	A	\$ 0	6,811,459	I	By trust ⁽¹⁾
Common Stock, \$1.00 Par Value								2,840,131	I	By spouse ⁽²⁾

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

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Includes 2,681,285 shares of issuer common stock in which the reporting person's spouse has a direct beneficial interest and 158,846 shares of issuer common stock in which the reporting person's spouse has an indirect beneficial interest. The reporting person disclaims any interest in the shares held by her spouse.

Remarks:

Exhibit Index: Exhibit 24, Power of Attorney

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.