

BGC PARTNERS, INC.

Reported by
MERKEL STEPHEN M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/06/15 for the Period Ending 01/30/15

Address	499 PARK AVENUE NEW YORK, NY 10022
Telephone	212-610-2200
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FORM 4

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

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * MERKEL STEPHEN M <small>(Last) (First) (Middle)</small> C/O BGC PARTNERS, INC., 499 PARK AVENUE <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BGC Partners, Inc. [BGCP] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/30/2015</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, General Counsel and Sec'y 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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Class A Common Stock, par value \$0.01 per share	1/30/2015		D		16354 (1)	D	\$7.83	119166	D	
Class A Common Stock, par value \$0.01 per share								14966 (2)	I	By 401(k) plan
Class A Common Stock, par value \$0.01 per share								2250	I	By reporting person's spouse

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
BGC Holdings Exchangeable PSU Limited Partnership Interests	(3)	1/30/2015		A	(3)	78571		(3)	(3)	Class A Common Stock, par value \$0.01 per share	78571	\$0	78571	D	
BGC Holdings Exchangeable PSU Limited Partnership Interests	(4)	3/4/2015		D	(4)	78571		(4)	(4)	Class A Common Stock, par value \$0.01 per share	78571	\$8.84 (4)	0	D	
BGC Holdings Exchangeable PPSU Limited Partnership Interests	(5)	1/30/2015		A	(5)	64286		(5)	(5)	Class A Common Stock, par value \$0.01 per share	64286	\$0	64286	D	
BGC Holdings Exchangeable PPSU Limited Partnership Interests	(6)	3/4/2015		D	(6)	64286		(6)	(6)	Class A Common Stock, par value \$0.01 per share	64286	\$9.15 (6)	0	D	

Explanation of Responses:

- (1) Represents shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of BGC Partners, Inc. (the "Company"), which were sold by the Reporting Person to the Company in an exempt transaction pursuant to Rule 16b-3 of the Securities and Exchange Act of 1934, as amended.
- (2) Represents shares of Class A Common Stock held under the Company's 401(k) plan based on a plan statement dated as of February 27, 2015.
- (3) The Reporting Person was granted 78,571 exchange rights with respect to 78,571 non-exchangeable PSU limited partnership interests of BGC Holdings, L.P. ("BGC Holdings") that were originally granted to the Reporting Person in 2014. The resulting 78,571 exchangeable PSU limited partnership interests of BGC Holdings were immediately exchangeable by the Reporting Person for 78,571 shares of the Company's Class A Common Stock.
- (4) On March 4, 2015, the Reporting Person sold to the Company 78,571 exchangeable PSU limited partnership interests of BGC Holdings for an aggregate cash payment of \$694,829.95, based on the weighted-average price received by the Company for a share of the Class A Common Stock in the Company's controlled equity offering for the month of February 2015, less 2%.
- (5) The Reporting Person was granted 64,286 exchange rights with respect to 64,286 non-exchangeable PPSU limited partnership interests of BGC Holdings that were originally granted to the Reporting Person in 2014. The resulting 64,286 exchangeable PPSU limited partnership interests of BGC Holdings were immediately exchangeable by the Reporting Person for 64,286 shares of the Company's Class A Common Stock.
- (6) On March 4, 2015, the Reporting Person sold to the Company 64,286 exchangeable PPSU limited partnership interests of BGC Holdings for an aggregate cash payment of \$588,216.90, based on the closing price of the Company's Class A Common Stock on December 31, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERKEL STEPHEN M C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022			EVP, General Counsel and Sec'y	

Signatures/s/ Stephen M. Merkel3/6/2015

** Signature of Reporting Person

Date

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

* 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).

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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