

LAPENTA ROBERT L JR

Form 4

January 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAPENTA ROBERT L JR

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)

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

01/13/2005

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

V.P.-Chief Accounting Office

C/O BURLINGTON COAT
FACTORY WAREHOUSE, 1830
ROUTE 130

(Street)

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

BURLINGTON, NJ 08016

(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	01/13/2005		M ⁽¹⁾		3,000	A	\$ 15.44	0	D
Common Stock, \$1.00 Par Value	01/13/2005		S		3,000	D	\$ 26.45	0	D
Common Stock,								6,758	I
									By 401(k) Plan

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\$1.00 Par
Value

Common
Stock,
\$1.00 Par
Value

30

I

By Son

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 15.44	01/13/2005		M ⁽¹⁾	3,000	01/24/2003	01/24/2012	Common Stock, \$1.00 Par Value	3,000

Reporting Owners

Reporting Owner Name / Address

LAPENTA ROBERT L JR
C/O BURLINGTON COAT FACTORY
WAREHOUSE
1830 ROUTE 130
BURLINGTON, NJ 08016

Relationships

Director 10% Owner Officer Other

V.P.-Chief Accounting
Office

Signatures

/s/ Robert
LaPenta

01/14/2005

Date

Signature of
Reporting Person

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) Exempt pursuant to Rule 16b-6(b).

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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