

BURLINGTON COAT FACTORY WAREHOUSE CORP

Form 4

May 20, 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 *
TROMBETTA KAREN

(Last) (First) (Middle)

C/O BURLINGTON COAT
FACTORY, 1830 ROUTE 130

(Street)

BURLINGTON, NJ 08016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BURLINGTON COAT FACTORY
WAREHOUSE CORP [BCF]

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

05/18/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

V.P.-Div. Merch. Manager

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock, \$1.00 Par Value	05/18/2005		M ⁽¹⁾	1,200 A	\$ 16.28 0 ⁽²⁾	D	
Common Stock, \$1.00 Par Value	05/18/2005		S	1,200 D	\$ 28.7451 0 ⁽²⁾	D	
Common Stock, \$1.00 Par	05/18/2005		M ⁽¹⁾	1,200 A	\$ 16.84 0 ⁽²⁾	D	

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Value

Common
Stock,
\$1.00 Par
Value

05/18/2005

S

1,200

D

\$ 28.7451 0 (2)

D

Common
Stock,
\$1.00 Par
Value

05/18/2005

M(1)

1,200

A

\$ 12 0 (2)

D

Common
Stock,
\$1.00 Par
Value

05/18/2005

S

1,200

D

\$ 28.8 0 (2)

D

Common
Stock,
\$1.00 Par
Value

05/18/2005

M(1)

2,400

A

\$ 15.44 0 (2)

D

Common
Stock,
\$1.00 Par
Value

05/18/2005

S

900

D

\$ 28.8 0 (2)

D

Common
Stock,
\$1.00 Par
Value

05/18/2005

S

1,500

D

\$ 28.7451 0

D

Commonm
Stock,
\$1.00 Par
Value

129

I

By
401(k)
Plan

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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Employee Stock Option	\$ 16.28	05/18/2005	M ⁽¹⁾			1,200	03/20/1998 03/20/2008	Common Stock, \$1.00 Par Value	1,200
Employee Stock Option	\$ 16.84	05/18/2005	M ⁽¹⁾			1,200	08/27/1999 08/27/2009	Common Stock, \$1.00 Par Value	1,200
Employee Stock Option	\$ 12	05/18/2005	M ⁽¹⁾			1,200	03/01/2000 03/01/2010	Common Stock, \$1.00 Par Value	1,200
Employee Stock Option	\$ 15.44	05/18/2005	M ⁽¹⁾			2,400	01/24/2002 01/24/2012	Common Stock, \$1.00 Par Value	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TROMBETTA KAREN C/O BURLINGTON COAT FACTORY 1830 ROUTE 130 BURLINGTON, NJ 08016			V.P.-Div. Merch. Manager	

Signatures

/s/ Karen
Trombetta

05/20/2005

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

(2) The aggregate number of securities beneficially owned directly by the reporting person following the reported transaction is shown in row 9 on Table I.

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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