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SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                          |       |
|--------------------------------|---------------|-----------|--------------------------|-------|
|                                | Director      | 10% Owner | Officer                  | Other |
| LUTNICK HOWARD W               | X             | X         | Chair, CEO and President |       |

## Signatures

/s/ Howard W. Lutnick 03/12/2008

\*\*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) 460,757 shares of Class A Common Stock were gifted by Cantor Fitzgerald, L.P. ("CFLP").  
The 21,236,175 shares held indirectly by Mr. Lutnick consist of (1) 1,170,580 shares of Class A Common Stock held by CFLP, (2) 19,449,055 shares of Class B Common Stock held by CFLP, (3) 388,812 shares of Class A Common Stock held by CF Group
  - (2) Management, Inc. ("CFGM"), (4) 48,745 shares of Class B Common Stock held by CFGM, (5) 175,589 shares of Class A Common Stock held by a trust for the benefit of Mr. Lutnick, of which Mr. Lutnick's wife is one of two trustees and Mr. Lutnick has limited powers to remove and replace such trustees, and (6) 3,394 shares of Class A Common Stock held in Mr. Lutnick's 401(k) account.
  - (3) The shares of Class B Common Stock are convertible at any time on a one-for-one basis into shares of Class A Common Stock.
  - (4) CFGM is the Managing General Partner of CFLP, and Howard W. Lutnick is the President and sole stockholder of CFGM. Mr. Lutnick disclaims beneficial ownership of all such shares in excess of his pecuniary interest, if any, and this report shall not be deemed an

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admission that Mr. Lutnick is the beneficial owner of, or has pecuniary interest in, any such excess shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

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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