

BGC Partners, Inc.
Form 4
November 14, 2016

FORM 4

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

OMB APPROVAL

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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, 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 *
DALTON JOHN H

(Last) (First) (Middle)

C/O BGC PARTNERS, INC., 499
PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BGC Partners, Inc. [BGCP]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock, par value \$0.01 per share | 11/10/2016 | | M | | 7,534 | A | \$ 8.87 |
| | | | | | 135,935 | (1) | D |
| Class A Common Stock, par value \$0.01 per share | 11/10/2016 | | G | | 7,534 | D (2) | \$ 0 |
| | | | | | 128,401 | (1) | D |
| Class A Common | 11/10/2016 | | G | | 7,534 | A (2) | \$ 7,955 |
| | | | | | 7,534 | | I |
| | | | | | | | By Trust |

Stock, par value \$0.01 per share

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 8.87 | 11/10/2016 | | M | 7,534 | 12/14/2006 12/14/2016 | Class A Common Stock, par value \$0.01 per share | 7,534 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DALTON JOHN H C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022 | X | | | |

Signatures

/s/ John H. Dalton 11/14/2016

**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) Includes (i) 5,650 shares of Class A Common Stock represented by 5,650 restricted stock units ("RSUs") granted under the BGC Partners, Inc. Seventh Amended and Restated Long Term Incentive Plan (the "LTIP") on June 22, 2016, of which 2,825 shares will vest on June 22, 2017, and 2,825 shares will vest on June 22, 2018; and (ii) 2,738 shares of Class A Common Stock represented by 2,738 RSUs granted under the LTIP on June 2, 2015, which will vest on June 2, 2017. Each RSU represents a contingent right to receive one share of Class A Common Stock, provided that the reporting person continues to serve as a member of the Board of Directors on each vesting date.

(2) Reflects a gift of shares of Class A Common Stock by the reporting person to a trust for the benefit of the reporting person's family.

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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