

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 * | | | | | 2. I | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---|-------------|----------------------------------|------------------|--------|---|--|---|--------------|---|--------------------|---|---|---|--|---|---|------------|
| CANTOR F | ITZGER | ALD SI | ECUR | RITIE | | | | | | | | | | Director | Í | Y 1 | 0% Owner | |
| (Last) | (First) |) (M | (Middle) | | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | Director X 10% Owner Officer (give title below) Other (specify below) | | | |
| 135 EAST 57TH STREET | | | | | | 10/22/2003 | | | | | | | | | | | | |
| (Street) | | | | | 4. I | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | 6. Individual o | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| NEW YORK, NY 10022 (City) (State) (Zip) | | | | | | | | | | | | X Form filed by | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | | Table | I - Nor | -Der | ivati | ive Secu | ırities Ac | quir | ed, Di | sposed | of, or | · Be | eneficially Owne | ed | | | |
| 1.Title of Security (Instr. 3) | | | 2A. Dee Execution Date, if | | ation | 3. Trans. Co (Instr. 8) | ode | 4. Securities Acqu or Disposed of (D) (Instr. 3, 4 and 5) | | Ď) (| | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | 6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) | | | | |
| | | | | | | | | Code | V | Amou | nt (A) | | rice | | | | (I) (Instr. 4) | () |
| Class A Common Stock, par value \$0.01 per share 10/22/200 | | | | 003 | | | G | V | 18573 | 1 D | \$ | 60 | 22 | 22721339 | | D (1) | | |
| | Tabl | le II - Der | ivative | Securi | ties I | Bene | ficially | Owned (| e.g. , | puts, | calls, v | varra | nts | s, options, conve | rtible sec | urities) | | |
| Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Date Ex | 3A. Dee Execution Date, if | ution (Instr. 8) | | Acqui Dispo | | er of e Securities (A) or of (D) 4 and 5) | | 6. Date Exercisable and Expiration Date | | | ıritie vati | and Amount of es Underlying ve Security and 4) | Derivative Security | Securities Beneficially Owned | Ownership Form of Derivative Security: | Beneficial |
| | | | | | | V | (A) | (D) | Date Exer | cisable | Expiration Date | 1 Title | | mount or Number of hares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | |

Explanation of Responses:

(1) Shares consist of 22,721,339 shares of Class B Common Stock held by Cantor Fitzgerald Securities. 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.

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | | |
|--------------------------------|----------|---------------|---------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | | |
| CANTOR FITZGERALD SECURITI | ES | | | | | | | | |
| 135 EAST 57TH STREET | | X | | | | | | | |
| NEW YORK, NY 10022 | | | | | | | | | |

Signatures

| Howard W. Lutnick | 10/22/200 | | | |
|----------------------------------|-----------|--|--|--|
| ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.