

[] 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	Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
AMAITIS L	LEE M			ES	SPE	ED IN	IC [ ES	PD	]								
(Last) (First) (Middle)				3. I	3. Date of Earliest Transaction (MM/DD/YYYY)								_X _ Director10% Owner  X Officer (give title below) Other (specify below)				
C/O ESPEED, INC., 135 EAST 57TH STREET					12/20/2004								Officer (g		ow)	Other (speci	fy below)
	(Str	eet)		4. I	f An	nendme	nt, Date (	Origin	nal Fi	led (MM/E	DD/YYYY	() 6. Ir	dividual o	or Joint/G	roup Filing	Check Appl	icable Line)
NEW YORK, NY 10022 (City) (State) (Zip)												_ X F	X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		,	Гable I - I	Non-Der	ivati	ive Secı		_		•			•				
1.Title of Security (Instr. 3)  2. Trans. D				2A. Deemed Execution Date, if any  3. Trans. (Instr. 8)  Code			ode V	or Dis (Instr.	Disposed of (D) F		Followin	. Amount of Securities Beneficially Owned ollowing Reported Transaction(s) instr. 3 and 4)			Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Tab	ole II - Deri	vative Sec	curities I	Bene	ficially	Owned (	(e.g.	, puts	s, calls, w	arrant	s, optio	ns, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	Code	5. Number of Derivative S Acquired (A Disposed of (Instr. 3, 4 ar		e Securities (A) or of (D)		te Exercisable and ration Date		7. Title and Amou Securities Underly Derivative Securit (Instr. 3 and 4)		ring	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	V	(A)	(D)	Date Exerc	cisable	Expiration Date	Title		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Option to purchase Class A common Stock	\$11.47	12/20/2004		A		250000	)	1	<u>(1)</u>	(2)	Commo	ss A on Stock ue \$0.01 hare	250000	(3)	250000	D	

## **Explanation of Responses:**

- (1) These options generally vest ratably on a quarterly basis over a four-year period beginning on the date of the grant, December 20, 2004.
- (2) These options will expire 10 years from the date of grant, subject to accelerated expiration under certain circumstances.
- (3) These options were granted pursuant to eSpeed, Inc.'s 1999 Long Term Incentive Plan.

### Reporting Owners

Keporting Owners									
Penarting Owner Name / Addres	99	Relationships							
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other					
AMAITIS LEE M									
C/O ESPEED, INC.	X		Vice Chairman						
135 EAST 57TH STREET	Λ		vice Chairman						
NEW YORK, NY 10022									

#### **Signatures**

/s/ Lee Amaitis 12/22/2004

\*\* 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.

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