

# FORM 4

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

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OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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 * <b>LUTNICK HOWARD W</b> (Last) (First) (Middle) <b>C/O ESPEED, INC., 135 EAST 57TH STREET</b> (Street) <b>NEW YORK, NY 10022</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ESPEED INC [ ESPD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman and CEO</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/22/2004</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01 per share	12/22/2004		G <a href="#">(1)</a>	V	1000000	D	\$0	23241130	I	See notes <a href="#">(2)</a> , <a href="#">(3)</a> , <a href="#">(4)</a>
Class A Common Stock, par value \$0.01 per share								955973	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock, par value \$0.01 per share	(4)	12/22/2004		C (1)			1000000	(4)	(4)	Class A Common Stock, par value \$0.01 per share	1000000	\$0	22139270	I	See note (5)

#### Explanation of Responses:

- (1) 1,000,000 shares were converted from Class B Common Stock to Class A Common Stock and 1,000,000 shares of Class A Common Stock were gifted by Cantor Fitzgerald Securities.
- (2) The 23,241,130 shares held indirectly by Mr. Lutnick consist of (1) 2,641,470 shares of Class B Common Stock held by Cantor Fitzgerald L.P., (2) 19,497,800 shares of Class B Common Stock held by Cantor Fitzgerald Securities, (3) 537,333 shares of Class A Common Stock held by Cantor Fitzgerald Securities, (4) 387,469 shares of Class A Common Stock held by CF Group Management, Inc., (5) 175,589 shares of Class a common Stock held by a trust for the benefit of the descendents 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) 1,469 shares of Class A Common Stock held in Mr. Lutnick's 401(k) account.
- (3) CF Group Management, Inc. is the Managing General Partner of Cantor Fitzgerald, L.P., and Cantor Fitzgerald, L.P. is the managing partner of Cantor Fitzgerald Securities. Howard W. Lutnick is the President and sole stockholder of CF Group Management, Inc. Mr. Lutnick disclaims beneficial ownership of all shares in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that Mr. Lutnick is the beneficial owner of, or has any pecuniary interest in, and such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (4) 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.
- (5) Shares consist of (1) 19,497,800 shares of Class B Common Stock held by Cantor Fitzgerald Securities and (2) 2,641,470 shares of Class B Common Stock held by Cantor Fitzgerald, L.P.

#### Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUTNICK HOWARD W	

C/O ESPEED, INC. 135 EAST 57TH STREET NEW YORK, NY 10022	X	X	Chairman and CEO	
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Signatures

/s/ Howard Lutnick

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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