

[] 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 *													5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
CF GROUP	<b>MANA</b>	<b>GEMENT</b>	ΓINC	E	SPE	ED I	NC [ ES	PD]										
(Last)	(Firs	st) (Mic	3.	3. Date of Earliest Transaction (MM/DD/YYYY)								DirectorX 10% Owner  Officer (give title below) Other (specify below)						
135 EAST 5	7TH ST						12/3	30/2	003							,	(47.5.)	,
(Street)				4.	4. If Amendment, Date Original Filed (MM/DD/YYYY)								6. In	6. Individual or Joint/Group Filing (Check Applicable Line)				
NEW YORK, NY 10022 (City) (State) (Zip)													X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
	,		•	· Non-De	rivat	ive Sec	curities Ac	quire	ed, Di	isposed	of,	or Be	eneficia	ally Own	ed			
1.Title of Security (Instr. 3)			Trans. Date	Date 2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	ode	or Dis	urities Acquired (A) posed of (D) 3, 4 and 5)		5. Amount of Securities Benefic Following Reported Transaction (Instr. 3 and 4)				Ownership Form:	7. Nature of Indirect Beneficial Ownership		
						Code	V	Amou	ant (A)		Price						(Instr. 4)	
Class A Common Stock, par value \$0.01 per share 12/30/200				2/30/2003			G (1)	v	22353	9 I	)	\$0		25139270			I	See notes (2)(3)
Class A Common Stock, par value \$0.01 per share													387469			D		
	Tab	ole II - Deri	vative Se	ecurities	Bene	ficially	y Owned (	e.g. ,	, puts	, calls,	war	rants	, optio	ns, conve	rtible sec	urities)		
Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	3A. Deeme Execution Date, if any			Acquire Dispose	ber of ive Securities ed (A) or ed of (D) e, 4 and 5)		Date Exercisable and spiration Date		Se	7. Title and Amou Securities Underly Derivative Securit (Instr. 3 and 4)		ing	Derivative Security (Instr. 5)	Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	n Ti	itle		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Class B Common Stock, par value \$0.01 per share	<u>(3)</u>	12/30/2003		С (1)			223539	١	(3)	<u>(3)</u>	Class A Common Sto par value \$0. per share		n Stock, ie \$0.01	223539	\$0	25139270	I	See note

#### **Explanation of Responses:**

- (1) The shares were converted and gifted by Cantor Fitzgerald Securities.
- (2) Shares consist of (1) 22,497,800 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. 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.
- (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.

#### **Reporting Owners**

_ 1								
Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
CF GROUP MANAGEMENT INC								
135 EAST 57TH ST		X						
NEW YORK, NY 10022								

### **Signatures**

Howard W. Lutnick	12/31/2003				
** 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.