

CANTOR FITZGERALD L P
Form 4
September 16, 2005

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 *
CANTOR FITZGERALD L P

2. Issuer Name and Ticker or Trading Symbol
ESPEED INC [espd]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
110 EAST 59TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2005

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Class A Common Stock, par value \$0.01 per share				(A) or (D) Price	22,626,515 ⁽¹⁾ <u>(2) (3)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Class B Common Stock, par value \$0.01 per share	(3)					(3) (3)	Class A Common Stock, par value \$0.01 per share	22,090,525

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANTOR FITZGERALD L P 110 EAST 59TH STREET NEW YORK, NY 10022			X	

Signatures

Howard W. Lutnick, Chairman, President and Chief Executive Officer
Date: 09/15/2005

**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).

Filed to indicate a change in form of beneficial ownership (from indirect to direct) with respect to certain shares as a result of a September 14, 2005 pro rata distribution from Cantor Fitzgerald Securities ("CFS") to Cantor Fitzgerald, L.P. ("CFLP") and CF Group Management, Inc. ("CFGM"), the partners of CFS, in the following manner: 535,990 shares of Class A Common Stock and 19,449,055 shares of Class B Common Stock to CFLP and 1,343 shares of Class A Common Stock and 48,745 shares of Class B Common Stock to CFGM. The change in form of ownership with respect to the shares subject to the pro rata distribution is exempt under Rule 16a-13 under the Securities Exchange Act of 1934, as amended.

(1) Shares consist of 535,990 shares of Class A Common Stock and 22,090,525 shares of Class B Common Stock.

(2) 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.

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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