

BRONSON STEVEN N  
Form 4  
February 04, 2009

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
BRONSON STEVEN N

2. Issuer Name and Ticker or Trading Symbol  
BKF CAPITAL GROUP INC  
[BKFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
  
  
  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/04/2009

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/04/2009		J		3,921,151 (1)	D	\$ 0 278,947 (6) D
Common Stock	02/04/2009		J		425,445 (2)	A	\$ 0 704,392 (6) D
Common Stock	02/04/2009		J		2,953,956 (3)	A	\$ 0 2,953,956 (6) D
Common Stock	02/04/2009		J		113,713 (4)	A	\$ 0 3,067,669 (7) D
Common Stock	02/04/2009		P		2,500 (5)	A	\$ 1.01 3,100,170 (7) D

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Common Stock      02/04/2009      P      256,800<sub>(5)</sub>      A      \$ 0.95      3,326,969 <sup>(7)</sup>      D

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

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(9-02)

**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRONSON STEVEN N	X	X	President	
Catalyst Fund, L.P. 100 MILL PLAIN RD. DANBURY, CT 06811		X		
Catalyst Fund, G.P., LLC. 100 MILL PLAIN RD DANBURY, CT 06811		X		

## Signatures

Steven N. Bronson      02/04/2009

     \*\*Signature of Reporting Person      Date

Catalyst Fund, L.P.      02/04/2009

Date

\_\_Signature of Reporting  
Person

Catalyst Fund,  
G.P., LLC

02/04/2009

\_\_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).
- (1) On February 4, 2009, the Catalyst Fund, L.P. distributed its 3,921,151 shares of BKF Capital Group, Inc. to its general partner and limited partners.
- (2) On February 4, 2009, Catalyst Fund, G.P., LLC received a distribution of 425,445 shares of BKF Capital Group, Inc. from the Catalyst Fund, L.P. Catalyst Fund, G.P., LLC immediately distributed these shares to its sole member Steven N. Bronson.
- (3) On February 4, 2009, Steven N. Bronson, in a joint account with his spouse, received a distribution of 2,249,564 shares of BKF Capital Group, Inc. from the Catalyst Fund, L.P. and 425,445 shares of BKF Capital Group, Inc. from the Catalyst Fund, G.P., LLC.  
On February 4, 2009, the Catalyst Financial, LLC Profit Sharing Plan F/B/O Steven N. Bronson and Kimberly Bronson (the "Plan")
- (4) received a distribution of 113,713 shares of BKF Capital Group, Inc. from the Catalyst Fund, L.P. Steven N. Bronson is the trustee of the Plan.
- (5) These shares were purchased by Mr. Bronson in a joint account with his spouse.
- (6) These shares are owned by Steven N. Bronson and his spouse.
- (7) These shares are owned by Mr. Bronson and his spouse, except for the 113,713 shares held by the Plan.

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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