

CCI Onshore Corp.
Form 3
October 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â ICAHN CARL C ET AL</p> <p>(Last) (First) (Middle)</p> <p>C/O ICAHN ASSOCIATES CORP,Â 767 FIFTH AVE #4700</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10153</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/19/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BKF CAPITAL GROUP INC [BKF]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$1.00 ("Shares")	1,194,100 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C ET AL C/O ICAHN ASSOCIATES CORP 767 FIFTH AVE #4700 NEW YORK, NY 10153	^	^ X	^	^
Hopper Investments LLC 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549	^	^ X	^	^
BARBERRY CORP /NY/ 100 SOUTH BEDROD RD MT KISCO, NY 10549	^	^ X	^	^
HIGH RIVER LIMITED PARTNERSHIP /NY/ 100 S BEDFORD RD MT KISKO, NY 10549	^	^ X	^	^
Icahn Partners Master Fund LP C/O WALKERS SPV LIMITED, P.O. BOX 908GT 87 MARY STREET GEORGE TOWN, GRAND CANYON, E9 E9	^	^ X	^	^
Icahn Offshore LP 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549	^	^ X	^	^
CCI Offshore Corp. 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549	^	^ X	^	^
Icahn Partners L P 767 5TH AVE 47TH FL NEW YORK, NY 10151	^	^ X	^	^
Icahn Onshore LP 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549	^	^ X	^	^
CCI Onshore Corp. 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549	^	^ X	^	^

Signatures

Carl C. Icahn	10/31/2005
__Signature of Reporting Person	Date
Hopper Investments LLC	10/31/2005
__Signature of Reporting Person	Date
Barberry Corp.	10/31/2005
__Signature of Reporting Person	Date
High River Limited Partnership	10/31/2005
__Signature of Reporting Person	Date
Icahn Partners Master Fund LP	10/31/2005
__Signature of Reporting Person	Date
Icahn Offshore LP	10/31/2005
__Signature of Reporting Person	Date
CCI Offshore Corp.	10/31/2005
__Signature of Reporting Person	Date
Icahn Partners LP	10/31/2005
__Signature of Reporting Person	Date
Icahn Onshore LP	10/31/2005
__Signature of Reporting Person	Date
CCI Onshore Corp.	10/31/2005
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Barberry Corp. is the sole member of Hopper Investments LLC, which is the general partner of High River Limited Partnership. CCI Offshore Corp. is the general partner of Icahn Offshore LP, which is the general partner of Icahn Partners Master Fund LP. CCI Onshore
- (1) Corp. is the general partner of Icahn Onshore LP, which is the general partner of Icahn Partners LP. Each of Barberry Corp., CCI Offshore Corp. and CCI Onshore Corp. is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by all of the foregoing entities.
- High River Limited Partnership owns 498,820 Shares. Icahn Partners Master Fund LP owns 389,357 Shares. Icahn Partners LP owns 305,923 Shares. Each of Hopper Investments LLC, Barberry Corp. and Mr. Icahn, by virtue of their relationships to High River Limited
- (2) Partnership may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River Limited Partnership directly owns, but each of them disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Offshore LP, CCI Offshore Corp. and Mr. Icahn by virtue of their relationships to Icahn Master Fund LP may be deemed to
- (3) indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners Master Fund LP directly owns, but each of them disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Onshore LP, CCI Onshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners LP may be deemed to
- (4) indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners LP directly owns, but each of them disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

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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