GOODWIN J BARTON Form 4 January 29, 2003

OMB	APPROVAL	
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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

(Print or Type Responses) ______ 1. Name and Address of Reporting Person* (First) (Middle) (Last) c/o BCI Advisors, Glenpoint Centre West _____ (Street) 07666-6883 NJ ______ (State) (City) (Zip) ______ 2. Issuer Name and Ticker or Trading Symbol BKF Capital Group, Inc. (BKF) ______ 3. IRS Identification Number of Reporting Person, if any (Voluntary) 4. Statement for Month/Day/Year January 27, 2003 ______

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reportin (Check all applicable)	g Person to	o Issuer					
<pre>[X] Director [_] Officer (give titl</pre>	e below)		10% Owner Other (speci	fy below)			
7. Individual or Joint/Grou [X] Form Filed by One Re [_] Form Filed by More t	porting Pe han One Rep	rson porting Person	1		==		
Table I Non-D	erivative : or Bene	Securities Acq ficially Owned	quired, Dispos l	ed of,			
	2. Transac-	2A. Deemed Execution	3. Transaction	4. Securities According to the securities According to the securities According to the security and the secu	D) and 5)		
1. Title of Security (Instr. 3)	Date (Month/	Date, if any	Instr. 8) Code V	Amount	(A) or (D)	Price	

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 $4\left(b\right)\left(v\right)$.

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 NUMBER.

(Over) SEC 1474 (9-02)

FORM 4 (continued)

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

1. Title of		2. Conversion of Exercise Price of Deriv-	3. Trans- action	Date, if	4. Trans- action	or Dispose of (D)	cive cies ed (A) posed	6. Date Exercisab Expiratio (Month/Da	n Date y/Year)		ying s and 4
Derivative		ative	(Month/	(Month/	8)	4 and	5)	Date	-		Numbe
Security (Instr. 3)		Secur- ity	4 .	Day/ Year)	Code V			Exer- cisable			of Share
Restricted Stock Units	1	for 1	1/27/03		A	1,500		(1)		Common Stock	1,500

Explanation of Responses:

(1) The restricted stock units (RSUs) vest in four parts, with one fourth vesting on each of March 31, 2003, June 30, 2003, September 30, 2003 and December 31, 2003. The shares of Common Stock underlying the RSUs may not be delivered prior to December 31, 2003 and such delivery may be deferred by the reporting person.

/s/ Norris Nissim	January 29, 2003
**Signature of Reporting Person	Date

Attorney-in-Fact

 $\ensuremath{^{**}}$ 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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