

Linnartz John K. H.
Form 4
January 28, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Linnartz John K. H.

2. Issuer Name and Ticker or Trading Symbol
OI CORP [OICO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
151 GRAHAM ROAD,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2009

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

COLLEGE STATION, TX 77845
(City) (State) (Zip)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2009		P(1)		2,305	A	\$ 9	248,925	I	By Mustang Capital Advisors, LP (2) (3) (4)
Common Stock	01/27/2009		P(1)		500	A	\$ 9	249,425	I	By Mustang Capital Advisors, LP (2) (3) (4)

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

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SEC 1474
(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
Linnartz John K. H. 151 GRAHAM ROAD COLLEGE STATION, TX 77845		X		
Mustang Capital Advisors, LP 1506 MCDUFFIE STREET HOUSTON, TX 77019			X	
Mustang Capital Management, LLC 1506 MCDUFFIE STREET HOUSTON, TX 77019			X	
Western Mustang Holdings LLC 416 SOUTH JEFFERSON STREET SUITE 600 ROANOKE, VA 24011			X	
WESTERN SIZZLIN CORP 416 SOUTH JEFFERSON ST. SUITE 600 ROANOKE, VA 24011			X	

Signatures

/s/ Laura E. Samuelson, Attorney-in-Fact for John K.H. Linnartz	01/28/2009
**Signature of Reporting Person	Date
/s/ Laura E. Samuelson, Attorney-in-Fact for Mustang Capital Advisors, LP	01/28/2009
**Signature of Reporting Person	Date
/s/ Laura E. Samuelson, Attorney-in-Fact for Mustang Capital Management, LLC	01/28/2009
**Signature of Reporting Person	Date
/s/ Laura E. Samuelson, Attorney-in-Fact for Western Mustang Holdings, LLC	01/28/2009
**Signature of Reporting Person	Date
/s/ Laura E. Samuelson, Attorney-in-Fact for Western Sizzlin Corporation	01/28/2009
**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) Shares were acquired pursuant to a Rule 10b5-1 trading plan established by Mustang Capital Advisors, LP on December 11, 2008.

(2) Mr. Linnartz is the Managing Member of Mustang Capital Management, LLC, the General Partner of Mustang Capital Advisors, LP.

(3) Mustang Capital Advisors, LP, Mustang Capital Management, LLC, Western Mustang Holdings, LLC, and Western Sizzlin Corporation each disclaim beneficial ownership of the shares of Common Stock reported herein except to the extent of their pecuniary interest therein and this report shall not be deemed to be an admission that any of the foregoing is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

As the general partner of Mustang Capital Advisors, LP, Mustang Capital Management, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Mustang Capital Advisors, LP. As the managing member of Mustang Capital Management, John K.H. Linnartz may be deemed to beneficially own the shares of Common Stock beneficially owned by Mustang Capital Advisors, LP. By virtue of its 51% ownership interest in Mustang Capital Management, Western Mustang Holdings, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Mustang Capital Advisors, LP. As the sole member of Western Mustang Holdings, LLC, Western Sizzlin Corporation may be deemed to beneficially own the shares of Common Stock beneficially owned by Mustang Capital Advisors, LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. w Roman"> Delaware

Number of

shares

beneficially

owned by

each

reporting

person

with

7

Sole voting power

0

8

Shared voting power

17,075,464 (1)

9

Sole dispositive power

0

10

Shared dispositive power

17,075,464 (1)

11

Aggregate amount beneficially owned by each reporting person

17,075,464 (1)

12

Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

13

Explanation of Responses:

Percent of class represented by amount in Row (11)

13.4%(1)(2)

14

Type of reporting person*

PN

- (1) The information set forth in Items 4, 5 and 6 of the Amended 13D is incorporated herein by reference. The 17,075,464 shares of common stock of GFI Group Inc. that may be deemed to be beneficially owned by this reporting person are held of record by BGC Partners, L.P. Does not include 45,000 shares held by its affiliate, Cantor Fitzgerald & Co.
- (2) The calculation of the 13.4% beneficial ownership is based on 127,487,691 shares of common stock reported outstanding as of December 2, 2014 in the proxy statement/prospectus filed on December 24, 2014 by CME Group Inc. pursuant to Rule 424(b)(3) under the U.S. Securities Act of 1933, as amended.

1 Names of reporting persons.

BGC Holdings, LLC

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

17,075,464 (1)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

17,075,464 (1)

11 Aggregate amount beneficially owned by each reporting person

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1 Names of reporting persons.

BGC Holdings, L.P.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

17,075,464 (1)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

17,075,464 (1)

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1 Names of reporting persons.

BGC GP, LLC

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 17,075,464 (1)

reporting 9 Sole dispositive power

person 0

with 10 Shared dispositive power

17,075,464 (1)

11 Aggregate amount beneficially owned by each reporting person

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13.4% (1)(2)

14 Type of reporting person*

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1 Names of reporting persons.

BGC Partners, Inc.

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially

8 Shared voting power

owned by

each 17,075,464 (1)

9 Sole dispositive power

reporting

person 0

with 10 Shared dispositive power

17,075,464 (1)

11 Aggregate amount beneficially owned by each reporting person

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17,075,464 (1)

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1 Names of reporting persons.

Cantor Fitzgerald, L.P.

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 17,120,464 (1)

reporting 9 Sole dispositive power

person 0

with 10 Shared dispositive power

17,120,464 (1)

11 Aggregate amount beneficially owned by each reporting person

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17,120,464 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

13 Percent of class represented by amount in Row (11)

13.4% (1)(2)

14 Type of reporting person*

PN

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1 Names of reporting persons.

CF Group Management, Inc.

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

17,120,464 (1)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

17,120,464 (1)

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13.4% (1)(2)

14 Type of reporting person*

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1 Names of reporting persons.

Howard W. Lutnick

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

17,120,464 (1)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

17,120,464 (1)

11 Aggregate amount beneficially owned by each reporting person

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17,120,464 (1)

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13 Percent of class represented by amount in Row (11)

13.4%(1)(2)

14 Type of reporting person*

IN

- (1) The information set forth in Items 4, 5 and 6 of the Amended 13D is incorporated herein by reference. The 17,120,464 shares of common stock of GFI Group Inc. that may be deemed to be beneficially owned by this reporting person are held of record as follows: 17,075,464 shares are held of record by BGC Partners, L.P. and 45,000 shares are held of record by Cantor Fitzgerald & Co.
- (2) The calculation of the 13.4% beneficial ownership is based on 127,487,691 shares of common stock reported outstanding as of December 2, 2014 in the proxy statement/prospectus filed on December 24, 2014 by CME Group Inc. pursuant to Rule 424(b)(3) under the U.S. Securities Act of 1933, as amended.

Items 1 through 9; Item 11.

Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

On January 7, 2014, the Purchaser extended the expiration of the Offer. The Offer was previously scheduled to expire at 5:00 p.m., New York City time, on January 6, 2015. The Expiration Date of the Offer is extended to 5:00 p.m., New York City time, on January 27, 2015, unless further extended. The Depositary has advised us that, as of 5:00 p.m., New York City time, on January 6, 2015, approximately 21.7 million Shares had been validly tendered pursuant to the Offer and not validly withdrawn, which represent, together with the 17.1 million Shares already owned by the Purchaser, approximately 30.5% of the outstanding Shares.

On January 7, 2014, BGC and the Purchaser issued a press release announcing the extension of the Offer. The full text of the press release is attached as Exhibit (a)(5)(H) to the Schedule TO and is incorporated herein by reference.

The Offer to Purchase is hereby amended and supplemented as follows:

1. All references to 5:00 p.m., New York City time, on January 6, 2015 set forth in the Offer to Purchase (Exhibit (a)(1)(A)), Letter of Transmittal (Exhibit (a)(1)(B)), Notice of Guaranteed Delivery (Exhibit (a)(1)(C)), Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(D)) and Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(E)) are hereby amended and replaced with 5:00 p.m., New York City time, on January 27, 2015.

2. The disclosure under the heading The Offer Section 11 Background of the Offer; Other Transactions with GFI Background of the Offer, is hereby amended and supplemented by adding the following text:

On December 23, 2014, the GFI Board met and, upon the unanimous recommendation of the Special Committee determined that the Offer, as revised, could reasonably be expected to lead to a Superior Proposal (as defined in the GFI Merger Agreement).

Between December 26, 2014 and January 1, 2015, counsel for the GFI Special Committee and counsel for BGC exchanged drafts of the tender offer support agreement and met telephonically to discuss the tender offer support agreement. During such discussions, counsel for the GFI Special Committee informed BGC's counsel that several additional modifications might be required to the tender offer support agreement.

On January 7, 2014, BGC extended the Offer until 5:00 p.m., New York City time, on January 27, 2015. In addition, on January 7, 2014 BGC announced its intention to commence a proxy solicitation to solicit votes against GFI's proposed merger at the GFI special meeting.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(5)(H) Text of press release issued by BGC Partners, Inc., dated January 7, 2015.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 7, 2015

BGC PARTNERS, INC.

By: /s/ Stephen M. Merkel
Name: Stephen M. Merkel
Title: Executive Vice President, General
Counsel and Secretary

BGC PARTNERS, L.P.

By: /s/ Stephen M. Merkel
Name: Stephen M. Merkel
Title: Executive Vice President, Chief Legal
Officer and Secretary

BGC HOLDINGS, LLC

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

BGC HOLDINGS, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

BGC GP, LLC

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

CANTOR FITZGERALD, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman, President and Chief
Executive Officer

CF GROUP MANAGEMENT, INC.

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By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman, Chief Executive Officer and
Director

HOWARD W. LUTNICK

/s/ Howard W. Lutnick

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated October 22, 2014.
- (a)(1)(B) Form of Letter of Transmittal, dated October 22, 2014.
- (a)(1)(C) Form of Notice of Guaranteed Delivery, dated October 22, 2014.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated October 22, 2014.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated October 22, 2014.
- (a)(1)(F) Form of summary advertisement, dated October 22, 2014.
- (a)(5)(A) Text of press release issued by BGC Partners, Inc., dated October 22, 2014.
- (a)(5)(B) Text of press release issued by BGC Partners, Inc., dated November 6, 2014 (incorporated by reference to Exhibit 99.1 of BGC Partners, Inc.'s Current Report on Form 8-K filed with the SEC on November 6, 2014).
- (a)(5)(C) Text of press release issued by BGC Partners, Inc., dated November 12, 2014.
- (a)(5)(D) Text of press release issued by BGC Partners, Inc., dated November 19, 2014.
- (a)(5)(E) Text of press release issued by BGC Partners, Inc., dated November 20, 2014.
- (a)(5)(F) Text of press release issued by BGC Partners, Inc., dated December 9, 2014.
- (a)(5)(G) Text of press release issued by BGC Partners, Inc., dated December 19, 2014.
- (a)(5)(H) Text of press release issued by BGC Partners, Inc., dated January 7, 2014.

Previously filed