

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

Beker Harvey

CIK: **1294572**

Type: **4** | Act: **34** | File No.: **000-50725** | Film No.: **06511347**

Mailing Address

*C/O THE MILLBURN
CORPORATION
1270 AVENUE OF THE
AMERICAS, 11TH FLOOR
NEW YORK NY 10020*

Business Address

212-332-7300

ISSUER

NESTOR PARTNERS

CIK: **888471** | IRS No.: **222149317** | State of Incorporation: **NJ** | Fiscal Year End: **1231**

SIC: **6221** Commodity contracts brokers & dealers

Mailing Address

*MILLBURN RIDGEFIELD
411 W PUTNAM AVE
GREENWICH CT 06830*

Business Address

*MILLBURN RIDGEFIELD
441 W PUTNAM AVE
GREENWICH CT 06830
2036257554*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person Beker Harvey | | | 2. Issuer Name and Ticker or Trading Symbol NESTOR PARTNERS [None] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks Below | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006 | | | | | |
| C/O THE MILLBURN CORPORATION, 1270 AVENUE OF THE AMERICAS, 11TH FLOOR | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) NEW YORK, NY 10020 | | | | | | | | |
| (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 | (A) or (D) | Price | | | |
| Limited Partnership Interests | 12/31/2005 | | S | | 1 (1) | D | \$200,000 | \$6,592,791 (1) (2) | I (2) | See Footnote (3) |
| Limited Partnership Interests | 01/03/2006 | | P | | 1 (1) | A | \$9,450 | \$6,592,791 (1) (2) | I (2) | See Footnote (3) |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Interests in Nestor Partners are not unitized or divided into shares and cannot be expressed in terms of a number of shares.
- This amount includes direct ownership in the amount of \$1,021,532 and the remainder of this amount is owned indirectly in the capacities indicated below.

3. Indirect ownership includes interests in Nestor Partners owned indirectly as President of the Beker Foundation, by self through The Millburn Corporation Profit Sharing and 401(k) Savings Plan, by a child of Mr. Beker and by Mr. Beker's spouse.

Remarks:

Mr. Beker serves as Co-Chief Executive Officer and Co-Chairman of Millburn Ridgefield Corporation, the general partner of Nestor Partners.

Signatures

Harvey Beker

** Signature of Reporting Person

01/05/2006

Date

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 (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).

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

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.