

TRAMMELL CROW CO
Form 4
May 20, 2005

FORM 4

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

OMB APPROVAL

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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 *
GROCH JAMES R

(Last) (First) (Middle)
101 WEST ELM STREET, SUITE 400
(Street)

CONSHOHOCKEN, PA 19428

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRAMMELL CROW CO [TCC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Strategy&Corp. Dev.

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	05/18/2005		A		30,919	A	\$ 0
Common Stock					223,914 ⁽¹⁾	D	
Common Stock					14,313	I	

By James R. Groch
Grantor Retained Annuity Trust

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

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SEC 1474 (9-02)

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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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.9					05/24/2003 ⁽²⁾	05/24/2009	Common Stock	65,000
Stock Option (right to buy)	\$ 10.2					05/25/2002 ⁽³⁾	05/25/2008	Common Stock	80,000
Stock Option (right to buy)	\$ 11.44					03/08/2001 ⁽⁴⁾	03/08/2010	Common Stock	50,000
Stock Option (right to buy)	\$ 17.88					05/18/2002 ⁽⁵⁾	05/18/2009	Common Stock	15,000
Stock Option (right to buy)	\$ 17.44					05/05/2000 ⁽⁶⁾	05/05/2009	Common Stock	13,147
Stock Option (right to buy)	\$ 18.06					02/18/2000 ⁽⁷⁾	02/18/2009	Common Stock	17,313
Stock Option (right to buy)	\$ 17.5					11/24/1997	11/24/2007	Common Stock	20,305

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROCH JAMES R 101 WEST ELM STREET SUITE 400 CONSHOHOCKEN, PA 19428			President, Strategy&Corp. Dev.	

Signatures

/s/ J. Christopher Kirk, by power of attorney
Date: 05/19/2005

**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) Includes 60,000 shares of restricted stock, with 20,000 shares vesting on 3/5/2006, 20,000 shares vesting on 3/5/2007 and 20,000 shares vesting on 3/5/2008, and a restricted stock award granted on 5/18/2005 of 30,919 shares vesting on 5/18/2009.
 - (2) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.
 - (3) The options vest in four equal annual installments with the first installment vesting on 5/25/2002.
 - (4) The options vested in four equal annual installments with the first installment vesting on 3/8/2001.
 - (5) The options vested in three equal annual installments with the first installment vesting on 5/18/2002.
 - (6) The options vested in four equal annual installments with the first installment vesting on 5/5/2000.
 - (7) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.

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.