

TRAMMELL CROW CO
Form 4
December 20, 2006

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS J MCDONALD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2001 ROSS AVENUE, SUITE 3400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2006

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

DALLAS, TX 75201

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock | 11/28/2006 | | G | V 264,453 D | \$ 210,942 (1) (2) | D | |
| Common Stock | 12/20/2006 | | D | 210,942 D | \$ 49.51 0 (3) | D | |
| Common Stock | 12/20/2006 | | D | 2,184 D | \$ 49.51 0 (3) | I | By 401(k) |

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Units | \$ 0 ⁽⁴⁾ | 12/20/2006 | | D | 1,184 | 05/17/2006 ⁽⁵⁾ | Common Stock 1,184 |
| Stock Option (right to buy) | \$ 9.74 | 12/20/2006 | | D | 9,719 | 05/21/2003 05/21/2010 | Common Stock 9,719 |
| Stock Option (right to buy) | \$ 13.9 | 12/20/2006 | | D | 6,200 | 05/24/2002 05/24/2009 | Common Stock 6,200 |
| Stock Option (right to buy) | \$ 10.2 | 12/20/2006 | | D | 6,092 | 05/25/2001 05/25/2008 | Common Stock 6,092 |
| Stock Option (right to buy) | \$ 17.44 | 12/20/2006 | | D | 4,232 | ⁽⁹⁾ 05/05/2009 | Common Stock 4,232 |
| Stock Option (right to buy) | \$ 18.06 | 12/20/2006 | | D | 5,601 | ⁽¹⁰⁾ 02/17/2009 | Common Stock 5,601 |
| Stock Option (right to buy) | \$ 17.5 | 12/20/2006 | | D | 20,483 | ⁽¹¹⁾ 11/24/2007 | Common Stock 20,483 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS J MCDONALD 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201 | X | | | |

Signatures

/s/ J. McDonald
Williams 12/20/2006

 **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) No price was designated for the securities that were disposed of because they were transferred pursuant to a gift.
- (2) Includes 2,646 shares acquired under the Issuer's Employee Stock Purchase Plan.
Included 2,646 shares acquired under the Issuer's Employee Stock Purchase Plan. The shares were disposed of upon the merger of A-2 Acquisition Corp. with and into the Issuer (the "Merger") pursuant to an agreement and plan of merger by and among the Issuer, CB Richard Ellis Group, Inc., and A-2 Acquisition Corp. (the "Merger Agreement").
- (3) As awarded, each performance unit could be settled for one share of common stock. Pursuant to the Merger Agreement, each performance unit was converted into the right to receive \$49.51 in cash, less any applicable withholding taxes and subject to and in accordance with the provisions set forth in the performance unit award agreement between the Issuer and the reporting person.
As awarded, the units could be settled (a) in cash or in the Issuer's common stock, (b) in a single lump sum or in annual installments of up to five years and (c) upon the reporting person's termination of employment or service, completion of a stated number of years or a date specified by the reporting person. Pursuant to the Merger Agreement, each performance unit was converted into the right to receive \$49.51 in cash, less any withholding taxes and subject to and in accordance with the provisions set forth in the performance unit award agreement between the Issuer and the reporting person.
- (4) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$9.74 in this instance), resulting in the right to receive consideration of \$39.77 per option, less any applicable withholding taxes.
- (5) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$13.90 in this instance), resulting in the right to receive consideration of \$35.61 per option, less any applicable withholding taxes.
- (6) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$10.20 in this instance), resulting in the right to receive consideration of \$39.31 per option, less any applicable withholding taxes.
- (7) The options vested in four equal annual installments beginning on 5/5/00. Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$17.44 in this instance), resulting in the right to receive consideration of \$32.07 per option, less any applicable withholding taxes.
- (8) The options vested in three equal installments beginning on 2/17/00. Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$18.06 in this instance), resulting in the right to receive consideration of \$31.45 per option, less any applicable withholding taxes.
- (9) The options vested in three equal annual installments beginning on 11/24/98. Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$17.50 in this instance), resulting in the right to receive consideration of \$32.01 per option, less any applicable withholding taxes.
- (10) The options vested in three equal annual installments beginning on 11/24/98. Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$17.50 in this instance), resulting in the right to receive consideration of \$32.01 per option, less any applicable withholding taxes.
- (11)

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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