

TRESHAM WILLIAM R C
Form 4/A
December 08, 2005

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 *
TRESHAM WILLIAM R C

2. Issuer Name and Ticker or Trading Symbol
TRIZEC PROPERTIES INC [TRZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10 S. RIVERSIDE PLAZA, SUITE 1100

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

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

COO and Executive VP

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/05/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60606

(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 or Price (A) or (D) | | |
| Common Stock | 12/01/2005 | | M | | 78,000 A \$ 14.51 | 257,033 ⁽¹⁾ | D |
| Common Stock | 12/01/2005 | | S | | 500 D \$ 22.66 | 256,533 ⁽¹⁾ | D |
| Common Stock | 12/01/2005 | | S | | 2,300 D \$ 22.67 | 254,233 ⁽¹⁾ | D |
| Common Stock | 12/01/2005 | | S | | 200 D \$ 22.64 | 254,033 ⁽¹⁾ | D |
| Common Stock | 12/01/2005 | | S | | 300 D \$ 22.63 | 253,733 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------|---|
| Common Stock | 12/01/2005 | S | 600 | D | \$ 22.62 | 253,133 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 300 | D | \$ 22.61 | 252,833 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 4,800 | D | \$ 22.6 | 248,033 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 9,600 | D | \$ 22.59 | 238,433 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 4,900 | D | \$ 22.58 | 233,533 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 1,400 | D | \$ 22.57 | 232,133 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 3,100 | D | \$ 22.56 | 229,033 <u>(1)</u> | D |
| Common Stock | 12/01/2005 | S | 50,000 | D | \$ 22.55 | 179,033 <u>(1)</u> | D |
| Common Stock | 12/02/2005 | M | 24,700 | A | \$ 14.51 | 203,733 <u>(1)</u> | D |
| Common Stock | 12/02/2005 | S | 5,000 | D | \$ 22.57 | 198,733 <u>(1)</u> | D |
| Common Stock | 12/02/2005 | S | 17,100 | D | \$ 22.61 | 181,633 <u>(1)</u> | D |
| Common Stock | 12/02/2005 | S | 2,600 | D | \$ 22.62 | 179,033 <u>(1)</u> | D |

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

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 control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

| | | | | | | | | |
|------------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Employee Stock Options | \$ 14.51 | 12/01/2005 | M | 78,000 | <u>(2)</u> | 10/31/2007 | Common Stock | 78,000 |
| Employee Stock Options | \$ 14.51 | 12/02/2005 | M | 24,700 | <u>(2)</u> | 10/31/2007 | Common Stock | 24,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRESHAM WILLIAM R C 10 S. RIVERSIDE PLAZA SUITE 1100 CHICAGO, IL 60606 | | | COO and Executive VP | |

Signatures

/s/ Bansari Shah, by power of
attorney

12/08/2005

__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 94,194 restricted stock rights which will be settled solely in shares of common stock and 1,090 shares of common stock acquired in exempt acquisitions pursuant to the issuer's Employee Stock Purchase Plan since the date of the reporting person's last Form 4.
- (2) The options are exercisable immediately.

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.