

TRAMMELL CROW CO
Form 4
June 08, 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 *
SULENTIC ROBERT E

(Last) (First) (Middle)

2001 ROSS AVENUE, SUITE 3400

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2005

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)
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 06/06/2005 | | F(1) | 3,955 | \$ 22.21 | D | |
| Common Stock | | | | | 23,000 | I | By spouse |

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

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) | \$ 13.9 | | | | | 05/24/2003 ⁽³⁾ 05/24/2009 | Common Stock | 133,333 |
| Stock Option (right to buy) | \$ 10.2 | | | | | 05/25/2002 ⁽⁴⁾ 05/25/2008 | Common Stock | 120,000 |
| Stock Option (right to buy) | \$ 13 | | | | | 11/02/2001 ⁽⁵⁾ 11/02/2010 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 11.44 | | | | | 03/08/2001 ⁽⁶⁾ 03/08/2010 | Common Stock | 90,000 |
| Stock Option (right to buy) | \$ 17.44 | | | | | 05/05/2000 ⁽⁷⁾ 05/05/2009 | Common Stock | 27,015 |
| Stock Option (right to buy) | \$ 18.06 | | | | | 02/18/2000 ⁽⁸⁾ 02/18/2009 | Common Stock | 21,641 |
| Stock Option (right to buy) | \$ 17.5 | | | | | 11/24/1998 ⁽⁹⁾ 11/24/2007 | Common Stock | 58,529 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULENTIC ROBERT E 2001 ROSS AVENUE, SUITE 3400 DALLAS, TX 75201 | X | | Chairman and CEO | |

Signatures

/s/ Robert E.

Sulentic

06/08/2005

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) The shares were withheld by the Issuer to satisfy the tax withholding obligation incident to the vesting of restricted stock on 5/24/2005 that was issued in accordance with Rule 16b-3.
- (2) Includes a restricted stock award of 150,000 shares vesting 40% on 4/8/2006, 20% on 4/8/2007, 20% on 4/8/2008 and 20% on 4/8/2009, and a restricted stock award of 39,753 shares vesting on 5/18/2009.
- (3) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.
- (4) The options vest in four equal annual installments with the first installment vesting on 5/25/2002.
- (5) The options vest in four equal annual installments with the first installment vesting on 11/02/2001.
- (6) The options vested in four equal annual installments with the first installment vesting on 3/08/2001.
- (7) The options vested in four equal annual installments with the first installment vesting on 5/05/2000.
- (8) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.
- (9) The options vested in three equal annual installments with the first installment vesting on 11/24/1998.

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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