

TRAMMELL CROW CO
Form 5
January 19, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WILLIAMS J MCDONALD

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

2001 ROSS AVENUE, SUITE 3400

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

DALLAS, TX 75201

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/06/2005 | ^ | G | 40,000 D | \$ ⁽¹⁾ 525,395 ₍₂₎ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 2,184 | 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 2270 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 9.74 | Â | Â | Â | Â Â | 05/21/2003 | 05/21/2010 | Common Stock | 9,719 |
| Stock Option (right to buy) | \$ 13.9 | Â | Â | Â | Â Â | 05/24/2002 | 05/24/2009 | Common Stock | 6,200 |
| Stock Option (right to buy) | \$ 10.2 | Â | Â | Â | Â Â | 05/21/2001 | 05/25/2008 | Common Stock | 6,092 |
| Stock Option (right to buy) | \$ 17.44 | Â | Â | Â | Â Â Â | Â <u>(3)</u> | 05/05/2009 | Common Stock | 4,232 |
| Stock Option (right to buy) | \$ 18.06 | Â | Â | Â | Â Â Â | Â <u>(4)</u> | 02/17/2009 | Common Stock | 5,601 |
| Stock Option (right to buy) | \$ 17.5 | Â | Â | Â | Â Â Â | Â <u>(5)</u> | 11/24/2007 | Common Stock | 20,483 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS J MCDONALD | Â X | Â | Â | Â |

2001 ROSS AVENUE
SUITE 3400
DALLAS, TX 75201

Signatures

/s/ J. McDonald
Williams

01/17/2006

 **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 Issuer's Employee Stock Purchase Plan.
 - (3) The options vested in four equal annual installments beginning on 5/5/00.
 - (4) The options vested in three equal annual installments beginning on 2/17/00.
 - (5) The options vested in three equal annual installments beginning on 11/24/98.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.