

TRIZEC PROPERTIES INC

Form 15-12B

October 05, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 001-16765

Trizec Properties, Inc.

(Exact name of registrant as specified in its charter)

c/o BROOKFIELD PROPERTIES CORPORATION

Three World Financial Center

200 Vesey Street, 11th Floor

New York, NY 10281

(212) 417-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 3

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Pursuant to the requirements of the Securities Exchange Act of 1934, Trizec Properties, Inc. (as surviving corporation of its merger with Grace Acquisition Corporation) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

TRIZEC PROPERTIES, INC.
(as surviving corporation of its merger with
Grace
Acquisition Corporation)

Date: October 5, 2006

By:
/s/ Richard B. Clark

Richard B. Clark
Chief Executive Officer