

TRAMMELL CROW CO
Form 4
June 08, 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

(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)
05/17/2006

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)

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 | 02/27/2006 | | G | V 50,000 D | 475,395 (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 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Units | (3) | 05/17/2006 | | A | 1,184 | 05/17/2006 (4) | Common Stock | 1,184 |
| Stock Option (right to buy) | \$ 9.74 | | | | | 05/21/2003 05/21/2010 | Common Stock | 9,719 |
| Stock Option (right to buy) | \$ 13.9 | | | | | 05/24/2002 05/24/2009 | Common Stock | 6,200 |
| Stock Option (right to buy) | \$ 10.2 | | | | | 05/25/2001 05/25/2008 | Common Stock | 6,092 |
| Stock Option (right to buy) | \$ 17.44 | | | | | (5) 05/05/2009 | Common Stock | 4,230 |
| Stock Option (right to buy) | \$ 18.06 | | | | | (6) 02/17/2009 | Common Stock | 5,600 |
| Stock Option (right to buy) | \$ 17.5 | | | | | (7) 11/24/2007 | Common Stock | 20,480 |

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. Christopher Kirk, by power of attorney
Date: 06/08/2006

**Signature of Reporting Person

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.

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(2) Includes 2,646 shares acquired under Issuer's Employee Stock Purchase Plan.

(3) Each performance unit may be settled for one share of common stock.

The units may 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

(4) and (c) upon the reporting person's termination of employment of service, completion of a stated number of years or a date specified by the reporting person.

(5) The options vested in four equal annual installments beginning on 5/5/00.

(6) The options vested in three equal installments beginning on 2/17/00.

(7) 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 is insufficient, *see* Instruction 6 for procedure.

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