

TRAMMELL CROW CO
Form 4
March 01, 2006

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 *
DETERING PADDISON DIANE S

(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)

02/27/2006

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)

COO - Global Services

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/27/2006 | | M | | 25,000 A \$ 10.2 | 157,540 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | | M | | 24,375 A \$ 13.9 | 181,915 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | | S ⁽²⁾ | | 100 D \$ 32.37 | 181,815 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | | S ⁽²⁾ | | 600 D \$ 32.4 | 181,215 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | | S ⁽²⁾ | | 1,300 D \$ 32.42 | 179,915 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|------------------------|---|
| Common Stock | 02/27/2006 | S ⁽²⁾ | 500 | D | \$ 32.44 | 179,415 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 2,800 | D | \$ 32.45 | 176,615 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 100 | D | \$ 32.47 | 176,515 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 2,000 | D | \$ 32.48 | 174,515 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 200 | D | \$ 32.49 | 174,315 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 3,800 | D | \$ 32.5 | 170,515 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 200 | D | \$ 32.51 | 170,315 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 2,900 | D | \$ 32.52 | 167,415 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 200 | D | \$ 32.53 | 167,215 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 200 | D | \$ 32.54 | 167,015 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 14,000 | D | \$ 32.55 | 153,015 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 1,200 | D | \$ 32.56 | 151,815 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 5,900 | D | \$ 32.57 | 145,915 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 875 | D | \$ 32.58 | 145,040 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 2,400 | D | \$ 32.59 | 142,640 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 4,400 | D | \$ 32.6 | 138,240 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 300 | D | \$ 32.64 | 137,940 ⁽¹⁾ | D |
| Common Stock | 02/27/2006 | S ⁽²⁾ | 5,400 | D | \$ 32.65 | 132,540 ⁽¹⁾ | D |

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 10.2 | 02/27/2006 | | M | 25,000 | 05/25/2002 ⁽³⁾ 05/25/2008 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 13.9 | 02/27/2006 | | M | 24,375 | 05/24/2003 ⁽⁵⁾ 05/24/2009 | Common Stock | 24,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DETERING PADDISON DIANE S 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201 | | | COO - Global Services | |

Signatures

/s/ Diane S. Paddison 03/01/2006

**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).
- Includes 30,000 shares of restricted stock, with 10,000 shares vesting on 3/5/2006, 10,000 shares vesting on 3/5/2007 and 10,000 shares vesting on 3/5/2008, a restricted stock award granted on 5/19/2004 of 20,000 shares vesting 40% on 5/19/2006, 20% on 5/19/2007, 20% on 5/19/2008 and 20% on 5/19/2009, and a restricted stock award granted on 5/18/2005 of 15,459 shares vesting on 5/18/2009.
- (1) The shares were sold in connection with a broker assisted cashless exercise of options.
 - (2) The options vested in four equal annual installments with the first installment having vested on 5/25/2002.
 - (3) The options were exercised in a broker assisted cashless exercise.
 - (4) The options were exercised in a broker assisted cashless exercise.

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(5) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.

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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