

CARRAMERICA REALTY CORP

Form 4

July 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARR THOMAS A

2. Issuer Name **and** Ticker or Trading
Symbol
CARRAMERICA REALTY CORP
[CRE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1850 K STREET, NW, SUITE 500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2006

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

WASHINGTON, DC 20006

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock	07/13/2006		D	(A) or (D) 160,531 (1)	\$ 44.75	0 (2)	D

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

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information contained in this form are not
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 29.25	07/13/2006		D		60,000		<u>(3)</u>	02/06/2007	Common Stock	60,000
Stock Option (right to buy)	\$ 28.25	07/13/2006		D		16,814		<u>(4)</u>	08/14/2007	Common Stock	16,814
Stock Option (right to buy)	\$ 29.75	07/13/2006		D		150,000		<u>(5)</u>	01/21/2008	Common Stock	150,000
Stock Option (right to buy)	\$ 24	07/13/2006		D		240,000		<u>(6)</u>	11/11/2008	Common Stock	240,000
Stock Option (right to buy)	\$ 28.61	07/13/2006		D		41,563		<u>(7)</u>	02/14/2011	Common Stock	41,563
Limited Partnership Units (right to redeem)	<u>(8)</u>	07/05/2006		G	V	10,328		<u>(9)</u>	<u>(10)</u>	Common Stock	10,328
Limited Partnership Units (right to redeem)	<u>(8)</u>	07/13/2006		D		2,907		<u>(11)</u>	<u>(10)</u>	Common Stock	2,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR THOMAS A 1850 K STREET, NW, SUITE 500 WASHINGTON, DC 20006	X		CEO	

Signatures

/s/ Ann Marie Pulsch, as power of
attorney

07/13/2006

__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) Includes 84,410 common shares, 73,942 restricted stock shares and 2,179 shares held jointly with the reporting person's spouse.
- (2) Disposed of pursuant to a merger agreement between the issuer and Nantucket Acquisition Inc.
- (3) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$930,000, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).
- (4) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$277,431, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).
- (5) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$2,250,000, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).
- (6) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$4,980,000, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).
- (7) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$670,827, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).
- (8) Reported securities are units of limited partnership interest in Carr Realty Holdings, L.P. of which the listed corporation is the general partner. Each unit is redeemable for cash or at the general partner's discretion one share of common stock for each limited partnership unit.
- (9) Units were redeemable immediately upon issuance and were gifted by the reporting person on July 5, 2006.
- (10) The units of limited partnership have no expiration date.
- (11) Units were redeemable immediately upon issuance and were canceled in the merger in exchange for a cash payment of \$130,089, representing the cash merger consideration amount (\$44.75 per unit).

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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