

MORIARTY ROWLAND

Form 4

December 20, 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 *
MORIARTY ROWLAND

(Last) (First) (Middle)

**CUBEX CORPORATION, 200
CLARENDON**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRAMMELL CROW CO [TCC]

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

12/15/2006

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/15/2006		G		10,000	D	\$ 11	28,646	D
Common Stock	12/20/2006		D		28,646	D	\$ 49.51	0 ⁽²⁾	D
Common Stock	12/20/2006		D		15,000	D	\$ 49.51	0	I

By Jenny F.
Moriarty
TTEE FBO
Rowland
Moriarty
Irrevocable
Trust ⁽³⁾

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Common Stock	12/20/2006	D	5,000	D	\$ 49.51	0	I	By non-issuer retirement trust ⁽⁴⁾
Common Stock	12/20/2006	D	7,313	D	\$ 49.51	0	I	By Anna Harte Moriarty Trust ⁽⁴⁾
Common Stock	12/20/2006	D	7,313	D	\$ 49.51	0	I	By Caroline Ames Moriarty Trust ⁽⁵⁾
Common Stock	12/20/2006	D	7,313	D	\$ 49.51	0	I	By Thomas Rowland Moriarty Trust ⁽⁶⁾

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)

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 9.74	12/20/2006		D	9,719	05/21/2003	05/21/2010	Common Stock	9,719	\$
Stock Option (right to buy)	\$ 13.9	12/20/2006		D	6,200	05/24/2002	05/24/2009	Common Stock	6,200	\$
	\$ 10.2	12/20/2006		D	8,772	05/25/2001	05/25/2008		8,772	

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 11.44	12/20/2006	D	4,615	03/08/2000	03/08/2010	Common Stock	4,615	
Stock Option (right to buy)	\$ 17.94	12/20/2006	D	3,345	03/30/1999	03/30/2009	Common Stock	3,345	
Stock Option (right to buy)	\$ 22.75	12/20/2006	D	5,274	12/22/1997	12/22/2007	Common Stock	5,274	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORIARTY ROWLAND CUBEX CORPORATION 200 CLARENDON BOSTON, MA 02116	X			

Signatures

/s/ Rowland T.
Moriarty
12/20/2006

__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) The shares were disposed of upon the merger (the "Merger") of A-2 Acquisition Corp. with and into the Issuer pursuant to an agreement and plan of merger by and among the Issuer, CB Richard Ellis Group, Inc., and A-2 Acquisition Corp. (the "Merger Agreement").
- (3) The shares were disposed of upon the Merger. These shares were held in a trust for the benefit of the reporting person's spouse who shares the reporting person's household. The reporting person has disclaimed beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person has been the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (4) The shares were disposed of upon the Merger.
- (5) The shares were disposed of upon the Merger. These shares were held in a trust for the benefit of the reporting person's daughter who shares the reporting person's household. The reporting person has disclaimed beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person has been the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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- (6) The shares were disposed of upon the Merger. These shares were held in a trust for the benefit of the reporting person's son who shares the reporting person's household. The reporting person has disclaimed beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person has been the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (7) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$9.74 in this instance), resulting in the right to receive consideration of \$39.77 per option, less any applicable withholding taxes.
- (8) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$13.90 in this instance), resulting in the right to receive consideration of \$35.61 per option, less any applicable withholding taxes.
- (9) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$10.20 in this instance), resulting in the right to receive consideration of \$39.31 per option, less any applicable withholding taxes.
- (10) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$11.44 in this instance), resulting in the right to receive consideration of \$38.07 per option, less any applicable withholding taxes.
- (11) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$17.94 in this instance), resulting in the right to receive consideration of \$31.57 per option, less any applicable withholding taxes.
- (12) Pursuant to the Merger Agreement, the options were converted into the right to receive, upon exercise, the difference of \$49.51 per option and the exercise price per option (\$22.75 in this instance), resulting in the right to receive consideration of \$26.76 per option, less any applicable withholding taxes.

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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