

TRAMMELL CROW CO
Form 4
August 21, 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

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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 *
Khourie Matthew S

(Last) (First) (Middle)
3050 POST OAK BLVD., SUITE 700
(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRAMMELL CROW CO [TCC]

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2006

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)
President, D & I, Central Ops.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/09/2006 | | A | 14,474 A | \$ 0 | D | |
| Common Stock | | | | | 240,313.5185 (1) | I (2) | by Khourie Family Interests, Ltd. |

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

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number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 13.9 | | | | | 05/24/2003 ⁽³⁾ 05/24/2009 | Common Stock | 17,500 |
| Stock Option (right to buy) | \$ 10.2 | | | | | 05/25/2002 ⁽⁴⁾ 05/25/2008 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 11.44 | | | | | 03/08/2001 ⁽⁵⁾ 03/08/2010 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 17.44 | | | | | 05/05/2000 ⁽⁶⁾ 05/05/2009 | Common Stock | 10,210 |
| Stock Option (right to buy) | \$ 18.06 | | | | | 02/18/2000 ⁽⁷⁾ 02/18/2009 | Common Stock | 7,397 |
| Stock Option (right to buy) | \$ 17.5 | | | | | 11/24/1998 ⁽⁸⁾ 11/24/2007 | Common Stock | 20,305 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Khourie Matthew S
3050 POST OAK BLVD.
SUITE 700
HOUSTON, TX 77056

President, D & I, Central Ops.

Signatures

/s/ Matthew S.
Khourie

08/18/2006

**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 50,468 shares of restricted stock, with 10,000 shares vesting on 3/5/2007, 1,600 shares vesting on 5/19/2007, 4,000 shares vesting on 5/21/2007, 10,000 shares vesting on 3/5/2008, 1,600 shares vesting on 5/19/2008, 4,000 shares vesting on 5/21/2008, 17,668 shares vesting on 5/18/2009, and 1,600 shares vesting on 5/19/2009. Also includes 10,805.5185 shares acquired under the Issuer's Employee Stock Purchase Plan. Also includes a restricted stock award of 14,474 shares, with 7,237 shares vesting on May 17, 2009 and 7,237 shares vesting on May 17, 2010, but only if the Issuer has positive net income for the period commencing July 1, 2006 and ending December 31, 2006.
- (2) The reporting person is a general partner of the partnership that owns the reported securities. The other general partner is the reporting person's spouse and the limited partners are the reporting person's children.
- (3) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.
- (4) The options vested in four equal annual installments with the first installment vesting on 5/25/2002.
- (5) The options vested in four equal annual installments with the first installment vesting on 3/8/2001.
- (6) The options vested in four equal annual installments with the first installment vesting on 5/5/2000.
- (7) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.
- (8) The options vested in three equal annual installments with the first installment vesting on 11/24/1998.

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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