

TRAMMELL CROW CO
Form 4
March 07, 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 *
CONCANNON WILLIAM F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2001 ROSS AVENUE, SUITE 3400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

DALLAS, TX 75201

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2006		F ⁽¹⁾	D	\$ 6,883 33.23	380,271 ⁽²⁾	D
Common Stock	03/06/2006		M	A	\$ 3.85	395,271 ⁽²⁾	D
Common Stock	03/06/2006		S ⁽³⁾	D	\$ 32.77	394,271 ⁽²⁾	D
Common Stock	03/06/2006		S ⁽³⁾	D	\$ 32.8	393,271 ⁽²⁾	D
Common Stock	03/06/2006		S ⁽³⁾	D	\$ 32.83	392,271 ⁽²⁾	D

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Common Stock	03/06/2006	S ⁽³⁾	2,000	D	\$ 32.84	390,271 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	1,000	D	\$ 32.86	389,271 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	1,600	D	\$ 32.91	387,671 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	1,000	D	\$ 32.92	386,671 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	1,100	D	\$ 32.93	385,571 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	200	D	\$ 32.94	385,371 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	3,000	D	\$ 32.95	382,371 ⁽²⁾	D
Common Stock	03/06/2006	S ⁽³⁾	2,100	D	\$ 32.96	380,271 ⁽²⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.85	03/06/2006		M	15,000	08/01/1997	⁽⁴⁾	Common Stock	15,000
Stock Option (right to buy)	\$ 13.9					05/24/2003 ⁽⁶⁾	05/24/2009	Common Stock	78,000
	\$ 10.2					05/25/2002 ⁽⁷⁾	05/25/2008		95,000

Stock Option (right to buy)				Common Stock	
Stock Option (right to buy)	\$ 11.44	03/08/2001 ⁽⁸⁾	03/08/2010	Common Stock	85,000
Stock Option (right to buy)	\$ 17.44	05/05/2000 ⁽⁹⁾	05/05/2009	Common Stock	18,000
Stock Option (right to buy)	\$ 18.06	02/18/2000 ⁽¹⁰⁾	02/18/2009	Common Stock	24,180
Stock Option (right to buy)	\$ 17.5	11/24/1997	11/24/2007	Common Stock	58,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONCANNON WILLIAM F 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201	X		Vice Chairman	

Signatures

/s/ William F.
Concannon 03/07/2006

**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) The shares were withheld by the Issuer to satisfy a tax withholding obligation incident to the vesting of 20,000 shares of restricted stock on 3/5/2006, such shares having been issued in accordance with Rule 16b-3.
- (2) Includes 65,398 shares of restricted stock, with 20,000 shares vesting on 3/5/2007, 20,000 shares vesting on 3/5/2008, and 25,398 shares vesting on 5/18/2009.
- (3) The shares were sold in connection with a broker assisted cashless exercise of options.
- (4) The options do not expire.

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- (5) The options were exercised in a broker assisted cashless exercise.
- (6) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.
- (7) The options vested in four equal annual installments with the first installment vesting on 5/25/2002.
- (8) The options vested in four equal annual installments with the first installment vesting on 3/8/2001.
- (9) The options vested in four equal annual installments with the first installment vesting on 5/5/2000.
- (10) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.