

SULENTIC ROBERT E
Form 4/A
August 28, 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 *
SULENTIC ROBERT E

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)
08/09/2006

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

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)
08/21/2006

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/12/2006		G ⁽¹⁾	V 1,980 D \$ 0	414,058 ⁽²⁾	D	
Common Stock	08/09/2006		A	29,605 A \$ 0	443,663 ⁽³⁾ ⁽⁴⁾	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULENTIC ROBERT E 2001 ROSS AVENUE, SUITE 3400 DALLAS, TX 75201	X		Chairman and CEO	

Signatures

/s/ Robert E.

Sulentic

08/28/2006

**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 reporting person made a bona fide gift, exempt from Section 16(b) pursuant to Rule 16b-5, on 5/12/2006.

(2) Includes a restricted stock award of 90,000 shares, with 30,000 shares vesting on each of 4/8/2007, 4/8/2008 and 4/8/2009, and a restricted stock award of 39,753 shares vesting on 5/18/2009.

(3) Includes a restricted stock award of 90,000 shares, with 30,000 shares vesting on each of 4/8/2007, 4/8/2008 and 4/8/2009, and a restricted stock award of 39,753 shares vesting on 5/18/2009. Also includes a restricted stock award of 29,605 shares, with 14,803 shares vesting on 5/17/2009 and 14,802 shares vesting on 5/17/2010, but only if the Issuer has positive net income for the period commencing 7/1/2006 and ending 12/31/2006.

(4) The number of beneficial shares held has been amended to reflect the reporting person's bona fide gift in the amount of 1,980 shares on 5/12/2006, such bona fide gift being exempt from Section 16(b) pursuant to Rule 16b-5.

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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