Edgar Filing: BELCHER E STEVENSON - Form 4

BELCHER Form 4 December 2	E STEVENSON										
FORM	ЛЛ	STATES					NGE C	OMMISSION	OMB	PROVAL 3235-0287	
if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	Washington, D.C. 20549 Number: 3235-02 Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or 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								January 31, 2005 verage		
(Print or Type	•										
	Address of Reporting E STEVENSON	Person <u>*</u>	Symbol	r Name and MELL CH				5. Relationship of Issuer			
(Last)	(First) (A	(Middle) 3. Date of Earliest Transaction					(Checl Director	k all applicable)			
2001 ROSS	001 ROSS AVENUE, SUITE 3400 12/07/2			-				Officer (give title Other (specify below) below) Regional Director, Global Serv			
	(Street)			endment, Da nth/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	One Reporting Pe	rson	
DALLAS, '	(State)	(Zip)	Tab	la I Non I)orivotivo (Soone	itios A ca	Person uired, Disposed of	or Bonoficial	ly Ownod	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned	3.	4. Securit on(A) or Dis (Instr. 3, 4	ies Ac sposed 4 and 5 (A) or	equired l of (D) 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	
				Code V	Amount	(D)	Price	(instr. 5 and 4)		By	
Common Stock	12/07/2006			G	2,000	D	<u>(1)</u>	48,305	I	Belcher Family Living Trust	
Common Stock	12/20/2006			D	59,871 (2)	D	\$ 49.51	0 (3)	D		
Common Stock	12/20/2006			D	48,305	D	\$ 49.51	0 (4)	I	By Belcher Family Living Trust	

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 13.9	12/20/2006		D		10,000	05/24/2003 <u>(5)</u>	05/24/2009	Common Stock	10,0
Employee Stock Option (right to buy)	\$ 11.44	12/20/2006		D		20,000	03/08/2001 <u>(6)</u>	03/08/2010	Common Stock	20,0
Employee Stock Option (right to buy)	\$ 10.2	12/20/2006		D		500	05/25/2002 <u>(7)</u>	05/25/2008	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
BELCHER E STEVENSON 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201			Regional Director, Global Serv				

Signatures

/s/ E. Stevenson Belcher

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.

The shares were disposed of upon the merger of A-2 Acquisition Corp. with and into the Issuer (the "Merger") pursuant to an agreeement and plan of merger by and among the Issuer, CB Richard Ellis Group, Inc., and A-2 Acquisition Corp. (the "Merger Agreement") and the

(2) reporting person became entitled to receive \$49.51 per share for 276 shares, which were shares acquired under the Issuer's Employee Stock Purchase Plan. Of the shares disposed of upon the Merger, 59,595 shares were shares of restricted stock. See Footnote 2 for a description of the treatment of restricted stock in the Merger.

All shares of restricted stock were converted into the right to receive \$49.51 in cash, subject to the same terms and conditions (including vesting conditions) as were in effect with respect to the shares of restricted stock. The reporting person's 59,595 shares of restricted stock

- (3) are subject to vesting as follows: (a) 20,000 shares on 3/5/2007, 20,000 shares on 3/5/2008, and 11,042 shares on 5/18/2009; and (b) 4,277 shares on 5/17/2009 and 4,276 shares on 5/17/2010. As soon as possible following applicable vesting, the reporting person will receive \$49.51 per share of restricted stock, less any applicable withholding taxes.
- (4) The shares were comprised or composed of 50,305 shares transferred by the reporting person to a revocable trust for the benefit of the reporting person's family. The shares were disposed of upon the Merger.

The options vested in four equal annual installments with the first installment vesting on 5/24/2003. Pursuant to the Merger Agreement,
 (5) 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.

The options vested in four equal annual installments with the first installment vesting on 3/8/2001. Pursuant to the Merger Agreement, the
 (6) 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.

The options vested in four equal annual installments with the first installment vesting on 5/25/2002. Pursuant to the Merger Agreement,
(7) 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.

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.