

TRAMMELL CROW CO  
Form S-8 POS  
January 11, 2007

As filed with the Securities and Exchange Commission on January 11, 2007

Registration No. 333-10614

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

## REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

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# TRAMMELL CROW COMPANY

(Exact name of registrant as specified in its charter)

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Delaware  
(state or other jurisdiction of  
incorporation or organization)

75-2721454  
(I.R.S. Employer  
Identification No.)

100 N. Sepulveda Boulevard

Suite 1050

El Segundo, California 90245

(Address of principal executive offices, including zip code)

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TRAMMELL CROW COMPANY

**LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

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**Chief Executive Officer**

**Trammell Crow Company**

**100 N. Sepulveda Boulevard**

**Suite 1050**

**El Segundo, California 90245**

**(310) 404-4700**

(Name, address and telephone number of agent for service)

*copies to:*

**General Counsel**

**Trammell Crow Company**

**c/o CB Richard Ellis Group, Inc.**

**100 N. Sepulveda Boulevard**

**Suite 1050**

**El Segundo, California 90245**

**(310) 606-4700**

**Richard Capelouto, Esq.**

**Kirsten Jensen, Esq.**

**Simpson Thacher & Bartlett LLP**

**2550 Hanover Street**

**Palo Alto, California 94304**

**(650) 251-5000**

**EXPLANATORY NOTE**

On June 24, 1999, Trammell Crow Company (the Registrant ) filed a Post-Effective Amendment No. 1 to Form S-8 Registration Statement (File No. 333-10614) (the Registration Statement ), which registered 3,300,000 shares of common stock of the Company, par value \$0.01 per share (the Common Stock ), to be offered or sold under the Trammell Crow Company Long-Term Incentive Plan (the Plan ) under the Securities Exchange Act of 1934, as amended.

On December 20, 2006 (the Merger Date ), pursuant to an Agreement and Plan of Merger, dated as of October 30, 2006, among the Company, CB Richard Ellis Group, Inc., a Delaware corporation ( CBRE ), and A-2 Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of CBRE ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), and the Company became a wholly-owned subsidiary of CBRE. On December 20, 2006, the Company filed a certification and notice of termination of registration on Form 15 with respect to the Common Stock.

As a result of the Merger, the Company has terminated all offerings of the Company's securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister all shares of the Common Stock reserved for issuance under the Plan which remain unissued on the Merger Date.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Segundo, State of California, on January 11, 2007.

TRAMMELL CROW COMPANY

By: /s/ Brett White  
Brett White  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>       | <b>Title</b>   | <b>Date</b>      |
|------------------------|--|------------------|
| /s/ Brett White        | President, Chief Executive Officer                           | January 11, 2007 |
| Brett White            | and Director (Principal Executive Officer)                   |                  |
| /s/ Kenneth J. Kay     | Senior Executive Vice President,                             | January 11, 2007 |
| Kenneth J. Kay         | Chief Financial Officer and Director                         |                  |
| /s/ Laurence H. Midler | Executive Vice President, General                            | January 11, 2007 |
| Laurence H. Midler     | Counsel, Chief Compliance Officer,<br>Secretary and Director |                  |