

TRAMMELL CROW CO
Form S-8
December 07, 2004

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As filed with the Securities and Exchange Commission on December 7, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TRAMMELL CROW COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**3400 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201**
(Address of principal executive offices, including zip code)

**TRAMMELL CROW COMPANY
EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

**Robert E. Sulentic
Chief Executive Officer
Trammell Crow Company
3400 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
(214) 863-3000**
(Name, address and telephone number of agent for service)

copy to:

**J. Christopher Kirk
General Counsel
Trammell Crow Company
3400 Trammell Crow Center
2001 Ross Avenue**

**P. Gregory Hidalgo
Vinson & Elkins L.L.P.
3700 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201-2975**

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Dallas, Texas 75201
(214) 863-3000

(214) 220-7700

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per unit* | Proposed maximum aggregate offering price* | Amount of registration fee |
|---|------------------------------------|--|---|---------------------------------------|
| Common Stock, \$0.01 par value per share | 1,000,000 shares | \$17.21 | \$17,210,000 | \$2,181 |

*

Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933 and based on the average of the high and low trading prices reported on the New York Stock Exchange on December 3, 2004.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement is being filed, in accordance with General Instructions E to Form S-8, to register additional shares of common stock, \$0.01 par value per share, of Trammell Crow Company (the "Company") that may be issued under the Trammell Crow Company Employee Stock Purchase Plan (as amended, the "ESPP"). The contents of the Company's Form S-8 Registration Statements filed on April 21, 1998 (File Number 333-50579), as amended on June 24, 1999, and on June 13, 2001 (File Number 333-62884) relating to the ESPP are hereby incorporated by reference to this Registration Statement.

Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Securities and Exchange Commission (the "Commission"), each of the following exhibits is filed herewith:

- 4.1 Trammell Crow Company Employee Stock Purchase Plan (previously filed as an exhibit to the Company's Registration Statement on Form S-1 (File Number 333-34859) filed with the Commission on September 3, 1997 and incorporated herein by reference).
 - 4.1.1 First Amendment to the Trammell Crow Company Employee Stock Purchase Plan (previously filed as an exhibit to the Company's Registration Statement on Form S-8 (File Number 333-50579) filed with the Commission on June 24, 1999 and incorporated herein by reference).
 - 4.1.2 Second Amendment to the Trammell Crow Company Employee Stock Purchase Plan (previously filed as an exhibit to the Company's Form 10-K filed with the Commission on March 29, 2001 and incorporated herein by reference).
 - 4.1.3 Third Amendment to the Trammell Crow Company Employee Stock Purchase Plan (previously filed as an exhibit to the Company's Registration Statement on Form S-8 (File Number 333-62884) filed with the Commission on June 13, 2001 and incorporated herein by reference).
 - 4.1.4 Fourth Amendment to the Trammell Crow Company Employee Stock Purchase Plan (previously filed as an exhibit to the Company's Form 10-K filed with the Commission on March 15, 2004 and incorporated herein by reference).
 - 4.1.5 Fifth Amendment to the Trammell Crow Company Employee Stock Purchase Plan (previously filed as an exhibit to the Company's Form 10-K filed with the Commission on March 15, 2004 and incorporated herein by reference).
 - 4.1.6 Sixth Amendment to the Trammell Crow Company Employee Stock Purchase Plan.
 - 5.1 Opinion of Vinson & Elkins L.L.P.
 - 23.1 Consent of Ernst & Young LLP.
 - 23.2 Consent of Vinson & Elkins L.L.P. (included as part of Exhibit 5.1).
 - 24.1 Power of Attorney (included on the signature pages of this Registration Statement).
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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 Dallas, State of Texas, on December 7, 2004.

TRAMMELL CROW COMPANY

By: /s/ ROBERT E. SULENTIC

Robert E. Sulentic, *President and Chief Executive Officer*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert E. Sulentic, Derek R. McClain, Arlin E. Gaffner and J. Christopher Kirk and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including pre- and post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute may lawfully do or cause to be done by virtue hereof.

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.

| Signature | Title | Date |
|--|---|------------------|
| /s/ ROBERT E. SULENTIC <hr/> Robert E. Sulentic | President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | December 7, 2004 |
| /s/ DEREK R. MCCLAIN <hr/> Derek R. McClain | Chief Financial Officer (Principal Financial Officer) | December 7, 2004 |
| /s/ ARLIN E. GAFFNER <hr/> Arlin E. Gaffner | Chief Accounting Officer (Principal Accounting Officer) | December 7, 2004 |
| /s/ WILLIAM F. CONCANNON <hr/> William F. Concannon | Vice Chairman and Director | December 7, 2004 |

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/s/ JAMES R. ERWIN

James R. Erwin

Director

December 7, 2004

/s/ CURTIS FEENY

Curtis Feeny

Director

December 7, 2004

/s/ JEFFREY M. HELLER

Jeffrey M. Heller

Director

December 7, 2004

/s/ ROWLAND T. MORIARTY

Rowland T. Moriarty

Director

December 7, 2004

/s/ MICHAEL A. MOSES

Michael A. Moses

Director

December 7, 2004

/s/ J. MCDONALD WILLIAMS

J. McDonald Williams

Director

December 7, 2004

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