

CB RICHARD ELLIS GROUP INC
Form 4
June 05, 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 *
BLUM RICHARD C

2. Issuer Name and Ticker or Trading Symbol
CB RICHARD ELLIS GROUP INC
[CBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

909 MONTGOMERY STREET, SUITE 400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2006

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

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 06/01/2006 | | A | 1,363 (1) (2) | A | \$ 0 | 10,105 (3) D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (Right to Buy) | \$ 25.665 | 06/01/2006 | | A | 1,948 | (4) 06/01/2013 | Class A Common Stock | 1,948 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLUM RICHARD C 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | X | | | |

Signatures

Gregory D. Hitchan,
Attorney-In-Fact
06/05/2006

__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).

These securities were granted to Richard C. Blum who is a director of the Issuer. Mr. Blum is a managing member of Blum Strategic GP, L.L.C. ("Blum GP") the general partner of Blum Strategic Partners, L.P. ("Strategic") and a managing member of Blum Strategic GP II, L.L.C. ("Blum GP II") the general partner of Blum Strategic Partners II, L.P. ("Strategic II") and the managing limited partner of Blum Strategic Partners II GmbH & Co. KG ("Strategic II KG"). Under each of the Strategic, Strategic II and Strategic II KG partnership agreements, Mr. Blum is deemed to hold each partnership's pro rata share of the securities for the benefit of each partnership, and each partnership is entitled to a pro rata portion of the securities issued.

- (1) Accordingly, each of Strategic, Strategic II and Strategic II KG may be deemed to be the indirect beneficial owners of the securities to the extent of their pro rata interest therein, and Blum GP, Blum GP II and Mr. Blum may be deemed to be indirect beneficial owners of the securities. Blum GP, Blum GP II and Mr. Blum disclaim beneficial ownership of the securities, except to the extent of any pecuniary interest therein.
- (2) On June 1, 2006, the Class A common stock of the Issuer split 3-for-1, resulting in the reporting person's ownership of 5,828 additional shares of Class A common stock.
- (3) This option vests and becomes exercisable at a rate of one-twelfth (1/12th) of the options per quarter over a period of three (3) years.

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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