

SULENTIC ROBERT E
Form 4/A
August 28, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULENTIC ROBERT E

(Last) (First) (Middle)

2001 ROSS AVENUE, SUITE 3400

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRAMMELL CROW CO [TCC]

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

08/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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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information contained in this form are not
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SEC 1474
(9-02)

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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.
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.
- (3) 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. 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.