

GROCH JAMES R
Form 4
June 08, 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 *
GROCH JAMES R

2. Issuer Name and Ticker or Trading Symbol
TRAMMELL CROW CO [TCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
FOUR FALLS CORPORATE CENTER, SUITE 250, 300 CONSHOHOCKEN STATE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Fund & Invest. Man.

(Street)
CONSHOHOCKEN, PA 19428

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

(City) (State) (Zip)

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 or Price		
Common Stock	06/07/2006		M		75,000 A \$ 10.2	263,182 ⁽¹⁾	D
Common Stock	06/07/2006		S ⁽²⁾		20,000 D \$ 34.5	243,182 ⁽¹⁾	D
Common Stock	06/07/2006		S ⁽²⁾		10,000 D \$ 34.55	233,182 ⁽¹⁾	D
Common Stock	06/07/2006		S ⁽²⁾		10,000 D \$ 34.58	223,182 ⁽¹⁾	D
Common Stock	06/07/2006		S ⁽²⁾		10,000 D \$ 34.6	213,182 ⁽¹⁾	D

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Common Stock	06/07/2006	S ⁽²⁾	10,000	D	\$ 34.65	203,182 ⁽¹⁾	D
Common Stock	06/07/2006	S ⁽²⁾	5,000	D	\$ 34.74	198,182 ⁽¹⁾	D
Common Stock	06/07/2006	S ⁽²⁾	5,000	D	\$ 34.76	193,182 ⁽¹⁾	D
Common Stock	06/07/2006	S ⁽²⁾	5,000	D	\$ 34.83	188,182 ⁽¹⁾	D

Common Stock						14,313	I
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By James R. Groch Grantor Retained Annuity Trust

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.2	06/07/2006		M	75,000	05/25/2002 ⁽³⁾ 05/25/2008	Common Stock	75,000	
Stock Option (right to buy)	\$ 13.9					05/24/2003 ⁽⁵⁾ 05/24/2009	Common Stock	65,000	
Stock Option (right to buy)	\$ 11.44					03/08/2001 ⁽⁶⁾ 03/08/2010	Common Stock	50,000	

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(9) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.

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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