

TRAMMELL CROW CO
Form 4
August 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/09/2006 | | A | | 29,605 | A | \$ 0 |
| Common Stock | | | | | 445,643 ⁽¹⁾ | D | |
| | | | | | 23,000 | I | By spouse |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 13.9 | | | | | 05/24/2003 ⁽²⁾ 05/24/2009 | Common Stock | 133,333 |
| Stock Option (right to buy) | \$ 10.2 | | | | | 05/25/2002 ⁽³⁾ 05/25/2008 | Common Stock | 120,000 |
| Stock Option (right to buy) | \$ 13 | | | | | 11/02/2001 ⁽⁴⁾ 11/02/2010 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 11.44 | | | | | 03/08/2001 ⁽⁵⁾ 03/08/2010 | Common Stock | 90,000 |
| Stock Option (right to buy) | \$ 17.44 | | | | | 05/05/2000 ⁽⁶⁾ 05/05/2009 | Common Stock | 27,015 |
| Stock Option (right to buy) | \$ 18.06 | | | | | 02/18/2000 ⁽⁷⁾ 02/18/2009 | Common Stock | 21,641 |
| Stock Option (right to buy) | \$ 17.5 | | | | | 11/24/1998 ⁽⁸⁾ 11/24/2007 | Common Stock | 58,529 |

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

08/20/2006

__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) 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 May 17, 2009 and 14,802 shares vesting on May 17, 2010, but only if the Issuer has positive net income for the period commencing July 1, 2006 and ending December 31, 2006.
 - (2) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.
 - (3) The options vest in four equal annual installments with the first installment vesting on 5/25/2002.
 - (4) The options vest in four equal annual installments with the first installment vesting on 11/02/2001.
 - (5) The options vested in four equal annual installments with the first installment vesting on 3/08/2001.
 - (6) The options vested in four equal annual installments with the first installment vesting on 5/05/2000.
 - (7) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.
 - (8) The options vested in three equal annual installments with the first installment vesting on 11/24/1998.

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.