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CRESCENT REAL ESTATE EQUITIES CO

Form S-8

April 05, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 5, 2002

=====
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CRESCENT REAL ESTATE EQUITIES COMPANY
(Exact name of registrant as specified in its charter)

TEXAS ----- (State or Other Jurisdiction of Incorporation or Organization)	52-1862813 ----- (I.R.S. Employer Identification No.)
---	--

777 MAIN STREET, SUITE 2100
FORT WORTH, TEXAS 76102
(Address of Principal Executive Offices)

THIRD AMENDED AND RESTATED
1995 CRESCENT REAL ESTATE EQUITIES COMPANY
STOCK INCENTIVE PLAN
(Full Title of the Plan)

JOHN C. GOFF
CHIEF EXECUTIVE OFFICER
CRESCENT REAL ESTATE EQUITIES COMPANY
777 MAIN STREET, SUITE 2100
FORT WORTH, TEXAS 76102
(Name and Address of Agent for Service)

(817) 321-2100
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Sylvia M. Mahaffey, Esq.
Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037

David M. Dean, Esq.
Executive Vice President, Law and
Administration
Crescent Real Estate Equities Company
777 Main Street, Suite 2100
Fort Worth, Texas 76102

CALCULATION OF REGISTRATION FEE

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Title Of Securities To Be Registered -----	Amount To Be Registered(1) -----	Proposed Maximum Aggregate Offering Price(2) -----	Amo Regi -----
Common Shares	8,197,417	\$162,325,311.72	\$14

- (1) This Registration Statement shall also cover any additional common shares which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding common shares.
- (2) Estimated solely for the purpose of computing the registration fee. Pursuant to Rule 457(h), the calculation of the registration fee is based on the price at which outstanding options may be exercised.

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INTRODUCTORY STATEMENT NOT FORMING PART OF THE PROSPECTUS

This registration statement relates to the registration of additional shares under the Third Amended and Restated 1995 Crescent Real Estate Equities Company Stock Incentive Plan. Shares to be issued pursuant to that plan were originally registered pursuant to a registration statement on Form S-8, as amended (File No. 333-03454), a registration statement on Form S-8, as amended (File No. 333-13521), and a registration statement on Form S-8 (File No. 333-64379) (collectively, the "Original Registration Statements"). The contents of the Original Registration Statements are hereby incorporated by reference into this registration statement to the extent that they present information not otherwise presented herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement.

Exhibit Number	Description of Exhibit
4.01	Articles of Amendment of Restated Declaration of Trust of Crescent Real Estate Equities Company, as

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- amended (filed as Exhibit 3.01 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 and incorporated herein by reference).
- 4.02 Restated Declaration of Trust of Crescent Real Estate Equities Company, as amended (filed as Exhibit 3.01 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 and incorporated herein by reference).
- 4.03 Amended and Restated Bylaws of Crescent Real Estate Equities Company, as amended (filed as Exhibit No. 3.02 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 and incorporated herein by reference).
- 4.04 Form of Common Share Certificate (filed as Exhibit No. 4.03 to the Registrant's Registration Statement on Form S-3 (File No. 333-21905) and incorporated herein by reference).
- 4.05 Statement of Designation of 6-3/4% Series A Convertible Cumulative Preferred Shares of Crescent Real Estate Equities Company (filed as Exhibit No. 4.07 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and incorporated herein by reference).
- 4.06 Form of Certificate of 6-3/4% Series A Convertible Cumulative Preferred Shares of Crescent Real Estate Equities Company (filed as Exhibit No. 4 to the Registrant's Registration Statement on Form 8-A/A filed on February 18, 1998 and incorporated by reference).
- 4.07 Indenture, dated as of September 22, 1997, between Crescent Real Estate Equities Limited Partnership and State Street Bank and Trust Company of Missouri, N.A. (filed as Exhibit No. 4.01 to the Registration Statement on Form S-4 (File No. 333-42293) of Crescent Real Estate Equities Limited Partnership and incorporated herein by reference).
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- 4.08 6-5/8% Note due 2002 (filed as Exhibit No. 4.07 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (the "1998 2Q 10-Q") and incorporated herein by reference).
- 4.09 7-1/8% Note due 2007 (filed as Exhibit No. 4.08 to the 1998 2Q 10-Q and incorporated herein by reference).
- 4.10 Second Amended and Restated Agreement of Limited Partnership of Crescent Real Estate Equities Limited Partnership, dated as of November 1, 1997, as amended (filed as Exhibit 10.01 to the Registrant's Annual

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Report on Form 10-K for the fiscal year ended December 31, 2001 and incorporated herein by reference).

- 4.11 Pursuant to Regulation S-K Item 601(b)(4)(iii), the Registrant by this filing agrees, upon request, to furnish to the Securities and Exchange Commission a copy of other instruments defining the rights of holders of long-term debt of the Registrant.
- 5.01 Opinion of Shaw Pittman LLP with respect to legality of the Common Shares registered hereunder (filed herewith).
- 23.01 Consent of Arthur Andersen LLP (filed herewith).
- 23.02 Consent of Shaw Pittman LLP (included in its opinion filed as Exhibit 5.01 hereto).
- 24 Power of Attorney (included in signature page).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Fort Worth, Texas, on March 31, 2002.

CRESCENT REAL ESTATE EQUITIES COMPANY.
a Texas real estate investment trust
(Registrant)

By: /s/ JOHN C. GOFF

Name: John C. Goff
Title: Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John C. Goff and David M. Dean, and each of them, with full power to act without the other, his true and lawful attorneys-in-fact and agents, each with full and several power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements relating to Common Shares of Crescent Real Estate Equities Company (the "Registrant") to be issued under the 1995 Crescent Real Estate Equities, Inc. Stock Incentive Plan, and any amendments, including both pre-effective and post-effective amendments and supplements to such registration statements, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange

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Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as each said attorney-in-fact and agent might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any of them, or any substitute or substitutes for any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March 31, 2002.

Signature	Title
/s/ RICHARD E. RAINWATER ----- Richard E. Rainwater	Trust Manager and Chairman of the Board
/s/ JOHN C. GOFF ----- John C. Goff	Trust Manager and Chief Executive Officer (Principal Executive Officer)
/s/ JERRY R. CRENSHAW, JR. ----- Jerry R. Crenshaw, Jr.	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ ANTHONY M. FRANK ----- Anthony M. Frank	Trust Manger
/s/ WILLIAM F. QUINN ----- William F. Quinn	Trust Manager
/s/ PAUL E. ROWSEY, III ----- Paul E. Rowsey, III	Trust Manager
----- David M. Sherman	Trust Manager

EXHIBIT INDEX

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