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JONES LANG LASALLE INC

Form S-8

May 08, 2006

As filed with the Securities and Exchange Commission on May 8, 2006.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
Under  
Securities Act of 1933

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JONES LANG LASALLE INCORPORATED  
(Exact name of registrant as specified in its charter)

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MARYLAND  
(State of incorporation)

36-4150422  
(I.R.S. employer identification number)

200 EAST RANDOLPH DRIVE  
CHICAGO, ILLINOIS 60601  
(Address of principal executive offices, including zip code)

JONES LANG LASALLE INCORPORATED  
AMENDED AND RESTATED  
STOCK AWARD AND INCENTIVE PLAN  
(Full title of the plan)

MARK J. OHRINGER  
EXECUTIVE VICE PRESIDENT AND SECRETARY  
JONES LANG LASALLE INCORPORATED  
200 EAST RANDOLPH DRIVE  
CHICAGO, ILLINOIS 60601

(312) 782-5800  
(Name, address and telephone number,  
including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
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Common Stock,  
par value \$.01

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per share                      3,000,000      \$85.05                      \$255,150,000\$27,301.05

=====  
(1) Estimated solely for the purpose of calculating the registration fee and computed pursuant to Rule 457(c) and (h) under the Securities Act, the maximum offering price per unit and the registration fee are based on the reported average of the high and low sale prices of Jones Lang LaSalle Incorporated Common Stock on the New York Stock Exchange on May 2, 2006.

1

## REGISTRATION OF ADDITIONAL SECURITIES

Prior to May 26, 2005, the Board of Directors of Jones Lang LaSalle Incorporated, a Maryland corporation (the "Registrant") approved, and recommended for approval by the shareholders of, an amendment to the Jones Lang LaSalle Incorporated Stock Award and Incentive Plan (the "Plan"), increasing the number of shares of Common Stock that can be sold under the Plan from 9,110,000 to 12,110,000. The Registrant's shareholders approved the increase at the Annual Meeting of Shareholders on May 26, 2005. The Registrant amended the Plan accordingly effective May 27, 2005 and subsequently further amended the Plan as of February 23, 2006.

The Company is filing this registration statement to register the additional shares of Common Stock that may be issued under the Plan as a result of the above-described actions by the Company's Board of Directors and shareholders. Pursuant to General Instruction E of the instruction to Form S-8, the Registrant hereby incorporates by reference the contents of the previous Registration Statements filed by the Registrant on Form S-8 related to the Plan (File Nos. 333-42193, 333-50720 and 333-69810).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The following information is provided pursuant to General Instruction E of Form S-8.

#### ITEM 8. EXHIBITS.

##### Exhibit

No.                      Description of Exhibit  
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- |      |   |
|------|---|
| 4.1  | Jones Lang LaSalle Incorporated Amended and Restated Stock Award and Incentive Plan, effective February 23, 2006. |
| 5.1  | Opinion of Mark. J. Ohringer, Esq.  |
| 23.1 | Consent of Independent Registered Public Accounting Firm  |
| 23.2 | Consent of Legal Counsel (included in the Opinion of Mark J. Ohringer, Esq., Exhibit 5.1)                         |

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24

Power of Attorney (included in signature page hereto)

2

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 Chicago, State of Illinois, on May 8, 2006.

JONES LANG LASALLE INCORPORATED

By: /s/ Lauralee E. Martin

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Name: Lauralee E. Martin  
Title: Executive Vice President and  
Chief Operating and  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated..

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Colin Dyer, Lauralee E. Martin, Stanley Stec and Mark J. Ohringer his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file

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the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

SIGNATURE -----	TITLE -----
/s/ Colin Dyer ----- Colin Dyer	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Lauralee E. Martin ----- Lauralee E. Martin	Executive Vice President, Chief Operating and Financial Officer and Director (Principal Financial Officer)
/s/ Stanley Stec ----- Stanley Stec	Controller (Principal Accounting Officer)
----- Henri-Claude de Bettignies	Director

3

SIGNATURE -----	TITLE -----
/s/ Darryl Hartley-Leonard ----- Darryl Hartley-Leonard	Director
/s/ Sir Derek Higgs ----- Sir Derek Higgs	Director
/s/ Alain Monie' ----- Alain Monie'	Director

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/s/ Sheila A. Penrose            Director  
-----  
Sheila A. Penrose

/s/ Thomas C. Theobald        Director  
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Thomas C. Theobald