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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3) *

CB RICHARD ELLIS GROUP, INC.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 par value
----(Title of Class of Securities)

12497T101 -----(CUSIP Number)

Gregory D. Hitchan
Blum Capital Partners, L.P.
909 Montgomery Street, Suite 400
San Francisco, CA 94133

(415) 434-1111

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 15, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box $[\]$.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however see the Notes)

(however, see the Notes).	Page 1 of 12	
CUSIP NO. 12497T101	SCHEDULE 13D	Page 2 of 12
1. NAME OF REPORTING PERSON	BLUM STRAT	
S.S. OR I.R.S. IDENTIFICATION	N NO. OF ABOVE PERSON	94-3303831
2. CHECK THE APPROPRIATE BOX II	A MEMBER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONLY		
4. SOURCE OF FUNDS*		See Item 3
5. CHECK BOX IF DISCLOSURE OF I PURSUANT TO ITEMS 2(d) or 2		[]
6. CITIZENSHIP OR PLACE OF ORGA		Delaware
7. SOLE VOTING POWER		-0-
NUMBER OFSHARES 8. SHARED VERNEFICIALLY OWNED BY EACH	OTING POWER	10,507,565**
PERSON WITH 9. SOLE DIS		-0-

10. SHARED DISPOSITIVE POWER

10,507,565**

		OWNED BY EACH REPORTING	PERSON 10,507,565**
	F THE AGGREGATE AM RES	MOUNT IN ROW (11) EXCLUDE	[]
B. PERCENT OF	CLASS REPRESENTED	BY AMOUNT IN ROW (11)	14.4%**
1. TYPE OF REP		OO (Limited	Liability Company)
See Item 5 be			
	*SEE INSTRUCT	CIONS BEFORE FILLING OUT!	
JSIP NO. 12497T	101 S	SCHEDULE 13D	Page 3 of 12
. NAME OF REPO	RTING PERSON	BLUM STRAT	EGIC PARTNERS, L.P.
S.S. OR I.R.S	. IDENTIFICATION N	IO. OF ABOVE PERSON	94-3303833
. CHECK THE AP		A MEMBER OF A GROUP*	(a) [x] (b) [x]
. SEC USE ONLY			
. SOURCE OF FU			See Item 3
. DOURCE OF FU			500 Item 3
	DISCLOSURE OF LEG	GAL PROCEEDINGS IS REQUIR (a)	[]
. CITIZENSHIP	OR PLACE OF ORGANI		Delaware
	7. SOLE VOTING		-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8. SHARED VOTI		10,507,565**
PERSON WITH	9. SOLE DISPOS	SITIVE POWER	-0-
	10. SHARED DISP	POSITIVE POWER	10,507,565**
		OWNED BY EACH REPORTING	
2. CHECK BOX I	F THE AGGREGATE AM	MOUNT IN ROW (11) EXCLUDE	S
		BY AMOUNT IN ROW (11)	[] 14.4%**
4. TYPE OF REP			PN
* See Item 5 b			
	*SEE INSTRUCT	CIONS BEFORE FILLING OUT!	
USIP NO. 12497T		SCHEDULE 13D	Page 4 of 12
1. NAME OF REP		BLUM STRA	TEGIC GP II, L.L.C.
S.S. OR I.R.		NO. OF ABOVE PERSON	94-3395150
2. CHECK THE A	PPROPRIATE BOX IF	A MEMBER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONL			
A SOUDCE OF E			

See Item 3

4. SOURCE OF FUNDS*

PURSUANT TO	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) or 2(e)	[]
	OR PLACE OF ORGANIZATION	Delaware
	7. SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING POWER	10,507,565**
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	10,507,565**
	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	
	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
	LASS REPRESENTED BY AMOUNT IN ROW (11)	14.4%**
	RTING PERSON OO (Limited Liab	
See Item 5 belo	WC	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	
SIP NO. 12497T10	O1 SCHEDULE 13D	Page 5 of 12
NAME OF REPORT	FING PERSON BLUM STRATEGIC PART	NERS II, L.P.
S.S. OR I.R.S.	. IDENTIFICATION NO. OF ABOVE PERSON	94-3395151
CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) [x]
SEC USE ONLY		
SOURCE OF FUNI	OS*	See Item 3
CHECK BOX IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FEMS 2(d) or 2(e)	[]
	R PLACE OF ORGANIZATION	Delaware
	7. SOLE VOTING POWER	-0-
	7. SOLE VOTING FOWER	
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8. SHARED VOTING POWER	10,507,565**
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8. SHARED VOTING POWER	10,507,565**
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH	8. SHARED VOTING POWER 9. SOLE DISPOSITIVE POWER	10,507,565**
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH . AGGREGATE AMOU	8. SHARED VOTING POWER 9. SOLE DISPOSITIVE POWER 10. SHARED DISPOSITIVE POWER JUST BENEFICIALLY OWNED BY EACH REPORTING PERSO THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	10,507,565** 10,507,565** N 10,507,565**
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH . AGGREGATE AMOU	8. SHARED VOTING POWER 9. SOLE DISPOSITIVE POWER 10. SHARED DISPOSITIVE POWER UNT BENEFICIALLY OWNED BY EACH REPORTING PERSO THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	10,507,565** 10,507,565** N 10,507,565**

CUSIP NO. 12497T101 SCHEDULE 13D Page 6 of 12

1. NAME OF REPOR	TING PERSON BLUM CAPIT	AL PARTNERS, L.P.
S.S. OR I.R.S.	IDENTIFICATION NO. OF ABOVE PERSON	94-3205364
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONLY		
4. SOURCE OF FUN	DS*	See Item 3
	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRE EMS 2(d) or 2(e)	[]
6. CITIZENSHIP O	R PLACE OF ORGANIZATION	California
	7. SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING POWER	10,507,565**
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	10,507,565**
1. AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON 10,507,565**
2. CHECK BOX IF CERTAIN SHARE		[]
3. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	14.4%**
4. TYPE OF REPOR	TING PERSON	PN, IA
* See Item 5		
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP NO. 12497T10	1 SCHEDULE 13D	Page 7 of 12
1. NAME OF REPOR	TING PERSON RICHARD C. BLUM &	
	. IDENTIFICATION NO. OF ABOVE PERSON	94-2967812
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONLY		
4. SOURCE OF FUN		See Item 3
5. CHECK BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRE TEMS 2(d) or 2(e)	
	R PLACE OF ORGANIZATION	California
	7. SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING POWER	10,507,565**
OWNED BY EACH PERSON WITH	0 COLE DICEOCLETIVE DOMED	
	9. SOLE DISPOSITIVE POWER	-0-

11	AGGREGATE	TMIIOMA	BENEFICIALLY	OMNED	RY	FACH	REPORTING	PERSON	10	507	565*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

14.4%**

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14. TYPE OF REPORTING PERSON

_ _______

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer

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This Amendment No. 3 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on June 6, 2005 by Blum Strategic GP, L.L.C., a Delaware limited liability company ("Blum GP"); Blum Strategic Partners, L.P., a Delaware limited partnership ("Blum Strategic"); Blum Strategic GP II, L.L.C., a Delaware limited liability company ("Blum GP II"); and Blum Strategic Partners II, L.P., a Delaware limited partnership ("Blum Strategic II") (collectively, the "Reporting Persons"). This Amendment to the Schedule 13D relates to shares of Class A Common Stock, \$0.01 par value per share (the "Common Stock") of CB Richard Ellis Group, Inc., a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is $100\ N.$ Sepulveda Boulevard, Suite 1050, El Segundo, California 90245. The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended to add the following:

Blum Capital Partners, L.P. ("Blum L.P.") is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory services. Blum L.P. is an investment advisor registered with the Securities and Exchange Commission. The sole general partner of Blum L.P. is Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc.").

The principal business office address of Blum L.P. and RCBA Inc. is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Ci	tizenship	Principal Occupation or Employment
Richard C. Blum President, Chairman & Director	Suite 400		USA	President & Chairman, Blum L.P.
Nils Colin Lind Managing Partner & Director	909 Montgomery Suite 400 San Francisco, O		Norway	Managing Partner, Blum L.P.
John C. Walker Partner	909 Montgomery S Suite 400 San Francisco, (USA	Partner, Blum L.P.
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Citizen- Principal Occupation Name and Business Office Held Address or Employment ship

Jose S. Medeiros 909 Montgomery St. Brazil Partner, Partner Suite 400 Blum L.P.

San Francisco, CA 94133

John H. Park Partner	909 Montgomery Suite 400 San Francisco,	USA	Partner, Blum L.P.
Gregory L. Jackson Partner	909 Montgomery Suite 400 San Francisco,	USA	Partner, Blum L.P.
Jeffrey A. Cozad Partner	909 Montgomery Suite 400 San Francisco,	USA	Partner, Blum L.P.
Marc T. Scholvinck Partner, Chief Financial Officer, Assistant Secretary & Director	Suite 400	USA	Partner & Chief Financial Officer, Blum L.P.
Gregory D. Hitchan General Counsel & Secretary	909 Montgomery Suite 400 San Francisco,	USA	General Counsel & Secretary, Blum L.P.

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of the Transaction

Pursuant to the terms of an Underwriting Agreement, dated as of November 8, 2005 (the "Underwriting Agreement"), among the Issuer, Blum Strategic, Blum Strategic II, Blum Strategic Partners II GmbH & Co. KG ("Blum Strategic II KG") and the underwriters party thereto, on November 15, 2005, Blum Strategic, Blum Strategic II and Blum Strategic II KG sold to such underwriters an aggregate of 6,000,000 shares of Common Stock at a price of \$52.95 per share (net of underwriting discounts and commissions), in a public

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offering pursuant to the Issuer's Registration Statement on Form S-3 (Registration No. 333-127118) (the "Offering").

The information set forth in this Item 4 is qualified in its entirety by reference to the Underwriting Agreement (Exhibit A hereto), which is incorporated by reference herein in its entirety.

Item 5. Interest in Securities of the Issuer

(a), (b) According to the Issuer's most recent Form 10-Q, there were 73,219,447 shares of Common Stock issued and outstanding. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of the following shares of Common Stock: (i) 787 shares of Common Stock held by Blum L.P. and RCBA Inc.; (ii) 4,807,355 shares of Common Stock held by Blum GP on behalf of the limited partnership for which it serves as the general partner, which represents 6.6% of the outstanding shares of the Common Stock; and (iii) 5,699,423 shares of Common Stock held by Blum GP II on behalf of the limited partnership for which it serves as the general partner and on behalf of the limited partnership for which it serves as the managing limited partner, which represents 7.8% of the outstanding shares of the Common Stock.

Voting and investment power concerning the above shares are held solely by Blum L.P., Blum GP and Blum GP II. The Reporting Persons therefore may be deemed to be members in a group, in which case the group would be deemed to have beneficial ownership of an aggregate of 10,507,565 shares of the Common Stock, which is 14.4% of the outstanding Common Stock. As the sole general partner of Blum L.P., RCBA Inc. is deemed the beneficial owner of the securities over which Blum L.P. has voting and investment power. The filling of this Schedule shall not be construed as an admission that any of the shareholders, directors or executive officers of RCBA Inc. or the managing members and members of Blum GP or Blum GP II, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc., Blum GP or Blum GP II.

c) The Reporting Persons effected the following transactions in the Common Stock during the 60 days prior to the filing of this Schedule 13D:

On November 15, 2005, the Reporting Persons sold the following number of shares of Common Stock in the Offering for a price of \$52.95 per share (net of underwriting discounts and commissions):

Entity Shares The limited partnership for 2,745,289 which Blum GP serves as general partner.

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Entity Shares The limited partnerships for 3,254,711 which Blum GP II serves as general partner and the managing limited partner.

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

In connection with the Offering, each of Blum Strategic, Blum Strategic II and Blum Strategic II KG entered into the Underwriting Agreement. The Underwriting Agreement provided for the sale of 6,000,000 shares of Common Stock by Blum Strategic, Blum Strategic II and Blum Strategic II KG to the underwriters named therein at a price of \$52.95 per share (net of underwriting discounts and commissions), which sale was completed on November 15, 2005.

Except as set forth above, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, the other persons named in Item 2, is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

The information set forth in this Item 6 is qualified in its entirety by reference to the Underwriting Agreement (Exhibit A hereto), which is incorporated by reference herein in its entirety.

Item 7. Material to be Filed as Exhibits

Exhibit A Underwriting Agreement (incorporated by reference to Exhibit 10.1 of the Issuer's Form 8-K filed with the Securities and Exchange Commission on November 9, 2005).

Exhibit B Joint Filing Undertaking (filed herewith).

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 16, 2005

RICHARD C. BLUM & ASSOCIATES, INC. BLUM CAPITAL PARTNERS, L.P. By: Richard C. Blum & Associates, Inc. Its General Partner

By: /s/ Gregory D. Hitchan By: /s/ Gregory D. Hitchan _____ ----- Gregory D. Hitchan

Gregory D. Hitchan
General Counsel and Secretary

Gregory D. Hitchan
General Counsel and Secretary

BLUM STRATEGIC GP, L.L.C. BLUM STRATEGIC PARTNERS, L.P. By: Blum Strategic GP, L.L.C. Its General Partner

By: /s/ Gregory D. Hitchan

_____ Gregory D. Hitchan

Member and General Counsel

Gregory D. Hitchan

Member and General Counsel

By: /s/ Gregory D. Hitchan

BLUM STRATEGIC GP II, L.L.C.

BLUM STRATEGIC PARTNERS II, L.P. By: Blum Strategic GP II, L.L.C.

Its General Partner

By: /s/ Gregory D. Hitchan

/s/ Gregory D. Hitchan

Gregory D. Hitchan

Gregory D. Hitchan

Member and General Counsel

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan

Member and General Counsel

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Exhibit A JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: November 16, 2005

RICHARD C. BLUM & ASSOCIATES, INC. BLUM CAPITAL PARTNERS, L.P.

By: Richard C. Blum & Associates, Inc. Its General Partner

By: /s/ Gregory D. Hitchan

-----Gregory D. Hitchan General Counsel and Secretary

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan

General Counsel and Secretary

BLUM STRATEGIC GP, L.L.C.

BLUM STRATEGIC PARTNERS, L.P. By: Blum Strategic GP, L.L.C. Its General Partner

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan

Member and General Counsel

Gregory D. Hitchan Member and General Counsel

BLUM STRATEGIC GP II, L.L.C.

BLUM STRATEGIC PARTNERS II, L.P. By: Blum Strategic GP II, L.L.C.

Its General Partner

By: /s/ Gregory D. Hitchan _____ By: /s/ Gregory D. Hitchan _____ Gregory D. Hitchan

Member and General Counsel

Gregory D. Hitchan

Member and General Counsel