

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

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)

May 11, 2007

(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).

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP, L.L.C.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3303831

2. CHECK THE APPROPRIATE BOX IF 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 LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF SHARES 8. SHARED VOTING POWER 22,453,265**

BENEFICIALLY OWNED BY EACH PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 22,453,265**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,453,265**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%**

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

** See Item 5 below

* * * * *

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP II, L.L.C.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3395150

2. CHECK THE APPROPRIATE BOX IF 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 LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF SHARES 8. SHARED VOTING POWER 22,453,265**

BENEFICIALLY OWNED BY EACH PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 22,453,265**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,453,265**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%**

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

** See Item 5 below

* * * * *

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1. NAME OF REPORTING PERSON BLUM STRATEGIC PARTNERS II, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3395151

2. CHECK THE APPROPRIATE BOX IF 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 LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
PERSON WITH

8. SHARED VOTING POWER 22,453,265**

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 22,453,265**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,453,265**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%**

14. TYPE OF REPORTING PERSON PN

** See Item 5 below

* * * * *

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1. NAME OF REPORTING PERSON BLUM CAPITAL PARTNERS, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3205364

2. CHECK THE APPROPRIATE BOX IF 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 LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
PERSON WITH

8. SHARED VOTING POWER 22,453,265**

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 22,453,265**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,453,265**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%**

14. TYPE OF REPORTING PERSON PN, IA

** See Item 5

* * * * *

1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-2967812

2. CHECK THE APPROPRIATE BOX IF 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 LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF
SHARES 8. SHARED VOTING POWER 22,453,265**

BENEFICIALLY
OWNED BY EACH
PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 22,453,265**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,453,265**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%**

14. TYPE OF REPORTING PERSON CO

** See Item 5

* * * * *

Item 1. Security and Issuer

This Amendment No. 5 amends the Statement on Schedule 13D (the "schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on May 9, 2006 by Blum Strategic GP, L.L.C., a Delaware limited liability company ("Blum GP"); Blum Strategic GP II, L.L.C., a Delaware limited liability company ("Blum GP II"); Blum Strategic Partners II, L.P., a Delaware limited partnership ("Blum Strategic II"); Blum Capital Partners, L.P., a California limited partnership ("Blum LP"); and Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc.") (collectively, the "Reporting Persons").

This Amendment No. 5 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 and restated in its entirety with the following:

Blum LP is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory services. Blum LP is an investment advisor registered with the Securities and Exchange Commission. The sole general partner of

Blum LP is RCBA Inc.

The principal business office address of Blum LP 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:

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Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
Richard C. Blum President, Chairman & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Managing Partner & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Managing Partner, Blum LP
John H. Park Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gregory L. Jackson Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Jane J. Su Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Nadine F. Terman Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gregory D. Hitchan Partner, Chief Operating Officer, General Counsel and Secretary	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Chief Operating Officer, General Counsel and Secretary, Blum LP
Marc T. Scholvinck Partner, Chief Financial Officer, Assistant Secretary & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, Blum LP

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Blum GP is a Delaware limited liability company whose principal business is acting as the sole general partner of Blum Strategic Partners, L.P. ("Blum Strategic").

The principal business office address of Blum GP is 909 Montgomery Street, Suite 400, San Francisco, CA 94133. The names of the managing members and members of Blum GP, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Managing Partner, Blum LP
John H. Park Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP

Gregory L. Jackson Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Jane J. Su Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Nadine F. Terman Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP

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Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
Gregory D. Hitchan Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Chief Operating Officer, General Counsel & Secretary, Blum LP
Marc T. Scholvinck Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, Blum LP

Blum GP II is a Delaware limited liability company whose principal business is acting as the sole general partner of Blum Strategic II and also as managing limited partner of Blum Strategic Partners II GmbH & Co. KG. ("Blum Strategic II KG").

The principal business office address of Blum GP II is 909 Montgomery Street, Suite 400, San Francisco, CA 94133. The names of the managing members and members of Blum GP II, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Managing Partner, Blum LP
John H. Park Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP

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Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
Gregory L. Jackson Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Jane J. Su Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Nadine F. Terman Member	909 Montgomery St. Suite 400	USA	Partner, Blum LP

San Francisco, CA 94133

Gregory D. Hitchan 909 Montgomery St. USA Partner, Chief
Managing Member Suite 400 Operating Officer,
San Francisco, CA 94133 General Counsel &
Secretary, Blum LP

Marc T. Scholvinck 909 Montgomery St. USA Partner & Chief
Managing Member Suite 400 Financial Officer,
San Francisco, CA 94133 Blum LP

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 3. Source and Amount of Funds or Other Considerations

There have been no changes to Item 3 since the original Schedule 13D filed on
June 10, 2004.

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Item 4. Purpose of Transaction

Paragraph 4 of Item 4 is amended as follows:

Richard C. Blum, who is a managing member of Blum GP and Blum GP II, is the
Issuer's Chairman of the Board, and Jane J. Su, who is a member of Blum
GP and Blum GP II, is a member of the Issuer's Board of Directors.

Item 5. Interest in Securities of the Issuer

(a), (b) According to the Issuer's Form 10-Q, filed with the Commission on May
11, 2007, there were 228,659,430 shares of Common Stock issued and
outstanding as of April 30, 2007. Based on such information, after taking
into account the transactions described in Item 5(c) below and the 3:1 stock
split effected by the Issuer in June 2006, the Reporting Persons report
beneficial ownership of the following shares of Common Stock: (i) 11,177
shares of Common Stock held by Blum LP and RCBA Inc., which represents less
than 0.1% of the outstanding shares of the Common Stock; (ii) 10,268,365
shares of Common Stock held by Blum GP on behalf of the limited partnership
for which it serves as the general partner, which represents 4.5% of the
outstanding shares of the Common Stock; and (iii) 12,173,723 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 5.3% of the outstanding shares of the Common Stock.

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Voting and investment power concerning the above shares are held solely by
Blum LP, 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 22,453,265 shares of the Common
Stock, which is 9.8% of the outstanding Common Stock. As the sole general
partner of Blum LP, RCBA Inc. is deemed the beneficial owner of the
securities over which Blum LP has voting and investment power. The filing 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) During the last 60 days, the Reporting Persons sold the following shares
of Common Stock pursuant to Rule 144:

Table with 4 columns: Entity, Trade Date, Shares, Price/Share. Row 1: The limited partnerships for which Blum GP serves as the, 05-09-2007, 82,400, 37.5985. Row 2: 05-09-2007, 168,900, 37.6311.

general partner.	05-10-2007	56,700	37.3869
	05-10-2007	197,500	37.4452
	05-11-2007	22,900	37.4318
	05-11-2007	68,600	37.4232
	05-11-2007	91,100	37.2680
	05-11-2007	153,700	37.3539
	05-14-2007	13,500	37.5056
	05-14-2007	15,600	37.3101
	05-14-2007	84,500	37.2312

Entity	Trade Date	Shares	Price/Share
The limited partnerships for which Blum GP II serves as the general partner and the managing limited partner.	05-09-2007	97,710	37.5985
	05-09-2007	200,300	37.6311
	05-10-2007	67,136	37.3869
	05-10-2007	234,300	37.4452
	05-11-2007	27,100	37.4318
	05-11-2007	81,400	37.4232
	05-11-2007	107,900	37.2680
	05-11-2007	182,300	37.3539
	05-14-2007	16,100	37.5056
	05-14-2007	18,400	37.3101
	05-14-2007	100,200	37.2312

(d) and (e) Not applicable.

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

There have been no changes to Item 6 since the Schedule 13D Amendment No. 3 filed on November 16, 2005.

Item 7. Material to be Filed as Exhibits

Exhibit A - Joint Filing Undertaking

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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: May 15, 2007

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
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Gregory D. Hitchan, Partner, Chief Operating Officer, General Counsel and Secretary	Gregory D. Hitchan, Partner, Chief Operating Officer, General Counsel and Secretary

BLUM STRATEGIC GP, L.L.C.	BLUM STRATEGIC GP II, L.L.C.
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By: /s/ Gregory D. Hitchan	By: /s/ Gregory D. Hitchan
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Gregory D. Hitchan Member and General Counsel	Gregory D. Hitchan Managing Member and General Counsel

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

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan
Managing Member and General Counsel

CUSIP NO. 12497T101

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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: May 15, 2007

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,
Partner, Chief Operating Officer,
General Counsel and Secretary

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan,
Partner, Chief Operating Officer,
General Counsel and Secretary

BLUM STRATEGIC GP, L.L.C.

BLUM STRATEGIC GP II, L.L.C.

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan
Member and General Counsel

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan
Managing Member and General Counsel

BLUM STRATEGIC PARTNERS II, L.P.

By: Blum Strategic GP II, L.L.C.
Its General Partner

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan
Managing Member and General Counsel