

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 21, 2010

CB RICHARD ELLIS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other
jurisdiction of
incorporation)

001-32205

(Commission File Number)
Identification No.)

94-3391143

(IRS Employer)

11150 Santa Monica Boulevard, Suite 1600, Los Angeles, California 90025

(Address of Principal Executive Offices)

(Zip Code)

(310) 405-8900

Registrant's Telephone Number, Including Area Code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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This Current Report on Form 8-K is filed by CB Richard Ellis Group, Inc., a Delaware corporation (which we may refer to as “we”, “us”, “our” or the “Company”), in connection with the matters described herein.

ITEM 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On May 20, 2010, the Company received a notice, pursuant to Section 101(i)(2)(B) of the Employment Retirement Income Security Act of 1974, from the plan administrator of the CB Richard Ellis 401(k) Plan (the “Plan”) relating to a blackout period during which Plan participants will be unable to effect certain Plan transactions. Information regarding such blackout period is set forth in the notice provided to the Company’s Directors and Executive Officers, which notice is attached to this report as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Number	Exhibit
99.1	Notice to CB Richard Ellis Group, Inc. Directors and Executive Officers dated May 21, 2010.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 25, 2010

CB RICHARD ELLIS GROUP, INC.

By: /s/ GIL BOROK
Gil Borok
Chief Financial Officer



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Brian McAllister
Senior Vice President
Deputy General Counsel

MEMO

Date: May 21, 2010
To: CB Richard Ellis Directors & Executive Officers
cc: Larry Midler
Subject: *Notice of CB Richard Ellis 401(k) Plan Blackout Period*

This notice is to inform you that during a three-week period starting June 25, we will be prohibiting trading in company stock by officers and directors. This is because, as we transition the CB Richard Ellis 401(k) Plan (the "Plan") from Vanguard to Merrill Lynch, employees participating in the Plan's CBRE common stock fund (the "Stock Fund") will be locked-up from transacting in our common stock within the Plan. Sarbanes-Oxley prohibits trading by officers and directors during any period when employees are locked up within their retirement accounts with respect to company stock. Our trading window is currently expected to be open from now until June 15 and we have scheduled the blackout to occur during a closed trading window. Thus, the blackout should have no real effect on you. More details about this are set forth below.

Blackout Period

Effective as of July 1, 2010, Merrill Lynch will become the new service provider for the Plan. In connection with the transfer of the accounts to Merrill Lynch, participants in the Plan will be unable to effect certain transactions with respect to their respective Plan accounts during a period (the "Blackout Period"). The Blackout Period will commence at 1:00 p.m. Eastern time on June 25, 2010 and will end upon the transfer of certain data to Merrill Lynch, which is scheduled to occur by July 14, 2010 (although the Blackout Period may end earlier or later depending upon the date of completion of the data transfer). You can obtain the exact date of the termination of the Blackout Period by contacting Larry Midler or me.

Please note that the Company's normal trading window is expected to close on June 15, 2010 and is expected to reopen during the second week of August.

During all or part of the Blackout Period, certain transactions in the Stock Fund, a fund which invests in shares of the Company's Class A common stock (the "CBRE Stock Fund"), will be suspended. A description of the Plan transactions (including transactions in the CBRE Stock Fund) that will be suspended by virtue of the Blackout Period, and the length of such suspension, is set forth on Exhibit A attached to this Notice.

Pursuant to Regulation BTR (Blackout Trading Restriction), promulgated by the Securities and Exchange Commission ("SEC"), and subject to certain exceptions, it is unlawful under Section 306(a)(1) of the Sarbanes-Oxley Act of 2002 ("SOX") for any director or executive officer of an issuer of an equity security, directly or indirectly, to purchase, sell or otherwise acquire or transfer any equity security of the issuer during any blackout period with respect to such equity security, if such director or executive officer acquires or previously acquired such equity security in connection with his or her service or employment as a director or executive officer. In the event of such a blackout period, pursuant to Rule 104 of Regulation BTR, the issuer is required to timely notify its directors and executive officers and the SEC of the blackout period. This letter constitutes a Rule 104 notice of a blackout period.

Please note that, even though you may not participate in the Plan or invest in the Plan's CBRE Stock Fund, you will be restricted, pursuant to Section 306(a)(1) of SOX, from engaging in transactions involving the Company's common stock during the upcoming Blackout Period. In light of the foregoing, during the Blackout Period, you are required to refrain from engaging in any transaction involving the Company's common stock, even a transaction outside of the Plan and even if you are not a participant in the Plan, unless you have first obtained confirmation from Larry Midler or me that the proposed transaction would satisfy one of the designated exceptions under Regulation BTR.

If you have any questions regarding this matter, please do not hesitate to contact me. Thank you in advance for your patience and cooperation.

Blackout Period
for
Current Participants of the
CB Richard Ellis 401(k) Plan

<u>Date of Suspension</u>	<u>Plan Transactions Affected</u>
June 25, 2010 1:00 p.m., Eastern time	Last day to conduct transactions in CB Richard Ellis Group, Inc. common stock until the Blackout Period is over.
June 25, 2010 4:00 p.m., Eastern time	Last day to change a contribution rate (the percentage of pay a participant is contributing to the plan) or modify investment choices until the Blackout Period is over.

Note: The Blackout Period is scheduled to end by July 14, 2010 (though such period may end earlier or later depending upon the transfer of certain data to Merrill Lynch).