

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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|---|--|---|---|
| 1. Name and Address of Reporting Person * <u>FREEMAN BRADFORD M</u> (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI & CO.</u> <u>11 100 SANTA MONICA BOULEVARD,</u> <u>SUITE 1900</u> (Street) <u>LOS ANGELES CA 90025</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>06/09/2004</u> | 3. Issuer Name and Ticker or Trading Symbol <u>CB RICHARD ELLIS GROUP INC [CBG]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below) 10% Owner Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|--|
| <u>Class A Common Stock</u> | <u>9,085,768</u> | <u>I</u> | <u>By FS Equity Partners III, L.P.⁽¹⁾⁽³⁾</u> |
| <u>Class A Common Stock</u> | <u>343,690</u> | <u>I</u> | <u>By FS Equity Partners International L.P.⁽²⁾⁽³⁾</u> |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-------------------|---|--|--|--|
| | Date Exercisable | Expiration Date | | | | |
| <u>Class A Common Stock Warrant (right to buy)</u> | <u>06/15/2004</u> | <u>08/27/2007</u> | <u>Class A Common Stock</u> <u>682,212</u> | <u>10.825</u> | <u>I</u> | <u>By FS Equity Partners III, L.P.⁽¹⁾⁽³⁾</u> |
| <u>Class A Common Stock Warrant (right to buy)</u> | <u>06/15/2004</u> | <u>08/27/2007</u> | <u>Class A Common Stock</u> <u>25,807</u> | <u>10.825</u> | <u>I</u> | <u>By FS Equity Partners International L.P.⁽²⁾⁽³⁾</u> |

Explanation of Responses:

1. These shares of issuer Class A Common Stock (the "FSEP III Common Stock") and Class A Common Stock Warrant (the "FSEP III Warrant") are owned of record by FS Equity Partners III, L.P., a Delaware limited partnership ("FSEP III"). FS Capital Partners, L.P., a California limited partnership ("FSCP"), is the sole general partner of FSEP III. FS Holdings, Inc., a California corporation ("Holdings Corp."), is the sole general partner of FSCP. Mr. Freeman is a director, officer and shareholder of FSEP III, FSCP and Holdings Corp. Mr. Freeman disclaims beneficial ownership of the FSEP III Common Stock and FSEP III Warrant beneficially owned by FSEP III, FSCP and Holdings Corp. except to the extent of his individual pecuniary interest therein.

2. These shares of issuer Class A Common Stock (the "FSEP Intl. Common Stock") and Class A Common Stock Warrant (the "FSEP Intl. Warrant") are owned of record by FS Equity Partners International, L.P., a Delaware limited partnership ("FSEP Intl."). FS&Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of FSEP Intl. FS International Holdings Limited, a Cayman Islands exempted company limited by shares ("FS Intl. Holdings") is the sole general partner of the General Partner. Mr. Freeman is a director, officer and shareholder of FSEP Intl., the General Partner and FS Intl. Holdings. Mr. Freeman disclaims beneficial ownership of the FSEP Intl. Common Stock and FSEP Intl. Warrant beneficially owned by FSEP Intl., the General Partner and FS Intl. Holdings, except to the extent of his individual pecuniary interest therein.

3. The inclusion of these issuer securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Bradford M. Freeman 06/08/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.