

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>FS EQUITY PARTNERS III LP</u> <hr/> (Last) (First) (Middle) C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BOULEVARD, SUITE 1900 <hr/> (Street) LOS ANGELES CA 90025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/09/2004	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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Class A Common Stock	9,085,768 <sup>(2)</sup>	D <sup>(1)</sup>	

**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	Title	Amount or Number of Shares			
Class A Common Stock Warrant (right to buy)	06/15/2004	08/27/2007	Class A Common Stock	682,212 <sup>(2)</sup>	10.825	D <sup>(1)</sup>	

1. Name and Address of Reporting Person \*

FS EQUITY PARTNERS III LP

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(Last) (First) (Middle)

C/O FREEMAN SPOGLI & CO.  
 11100 SANTA MONICA BOULEVARD, SUITE 1900

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(Street)

LOS ANGELES CA 90025

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

FS CAPITAL PARTNERS LP

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(Last) (First) (Middle)

C/O FREEMAN SPOGLI & CO.  
 11100 SANTA MONICA BOULEVARD, SUITE 1900

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(Street)

LOS ANGELES CA 90025

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

FS HOLDINGS INC

(Last) (First) (Middle)

C/O FREEMAN SPOGLI & CO.

11100 SANTA MONICA BOULEVARD, SUITE 1900

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 3 is being filed by more than one reporting person. FS Equity Partners III, L.P., a Delaware limited partnership (the "Partnership"), is the record owner of the Class A common stock (the "Common Stock") and Class A common stock warrant (the "Warrant") listed above. FS Capital Partners, L.P., a California limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS Holdings, Inc., a California corporation ("Holdings Corp."), is the sole general partner of the General Partner. Each of the General Partner and Holdings Corp. disclaim beneficial ownership of the Common Stock and the Warrant except to the extent of their pecuniary interest therein.

2. Bradford M. Freeman is a director of CB Richard Ellis Group, Inc. Mr. Freeman is a director, officer and shareholder of the Partnership, the General Partner and Holdings Corp. Mr Freeman disclaims beneficial ownership of the Common Stock and the Warrant beneficially owned by the Partnership, the General Partner and Holding Corp., except to the extent of his individual pecuniary interest therein.

<u>William M. Wardlaw, Vice President, on behalf of FS Holdings, Inc., the sole general partner of FS Capital Partners, L.P., the sole general partner of FS Equity Partners III, L.P.</u>	<u>06/08/2004</u>
<u>William M. Wardlaw, Vice President, on behalf of FS Holdings, Inc., the sole general partner of FS Capital Partners, L.P.</u>	<u>06/08/2004</u>
<u>William M. Wardlaw, Vice President, on behalf of FS Holdings, Inc.</u>	<u>06/08/2004</u>

\*\* 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.**