

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>FS EQUITY PARTNERS INTERNATIONAL L P</u> (Last) (First) (Middle) C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Street) GRAND CAYMAN E9 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CB RICHARD ELLIS GROUP INC [CBG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote 3
	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/09/2004		X		11,103	A	\$10.825 ⁽⁴⁾	354,793 ⁽²⁾⁽³⁾	D ⁽¹⁾	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Common Stock Warrant (right to buy)	\$10.825	06/09/2004 ⁽⁵⁾		X			25,807 ⁽⁴⁾	06/15/2004	08/27/2007	Series A Common Stock	25,807 ⁽²⁾⁽³⁾	\$0	0	D ⁽¹⁾	

1. Name and Address of Reporting Person *
FS EQUITY PARTNERS INTERNATIONAL L P
 (Last) (First) (Middle)
 C/O PAGET-BROWN & COMPANY, LTD.
 WEST WINDS BUILDING, THIRD FLOOR
 (Street)
 GRAND CAYMAN E9
 (City) (State) (Zip)

1. Name and Address of Reporting Person *
FS&CO INTERNATIONAL LP
 (Last) (First) (Middle)
 C/O PAGET-BROWN & COMPANY, LTD.
 WEST WINDS BUILDING, THIRD FLOOR
 (Street)
 GRAND CAYMAN E9
 (City) (State) (Zip)

1. Name and Address of Reporting Person *

FS INTERNATIONAL HOLDINGS LTD

(Last) (First) (Middle)

C/O PAGET-BROWN & COMPANY, LTD.
WEST WINDS BUILDING, THIRD FLOOR

(Street)

GRAND CAYMAN E9

(City) (State) (Zip)

Explanation of Responses:

1. This Form 3 is being filed by more than one reporting person. FS Equity Partners International, 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&Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS International Holdings Limited, a Cayman Islands exempted company limited by shares ("FS International Holdings"), is the sole general partner of the General Partner. Each of the General Partner and FS International Holdings 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 FS International Holdings. Mr. Freeman disclaims beneficial ownership of the Common Stock and the Warrant beneficially owned by the Partnership, the General Partner and FS International Holdings except to the extent of his individual indirect pecuniary interests therein.
3. The reporting persons may be members of a Section 13(d) group that owns more than 10% of the Issuer's outstanding common stock.
4. This warrant was exercised pursuant to a net issue exercise.
5. This warrant is automatically exercised upon the completion of the public sale of the Issuer's securities pursuant to an effective registration statement filed under the Securities Act of 1933.

William M. Wardlaw, Vice
President, on behalf of FS
International Holdings Limited,
the sole general partner of FS&Co. 06/14/2004
International, L.P., the sole general
partner of FS Equity Partners
International, L.P.

William M. Wardlaw, Vice
President, on behalf of FS
International Holdings Limited. 06/14/2004
the sole general partner of FS&Co.
International, L.P.

William M. Wardlaw, Vice
President, on behalf of FS 06/14/2004
International Holdings Limited

** 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 4 (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.