

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Kay Kenneth J</u>  (Last) (First) (Middle) 100 NORTH SEPULVEDA BOULEVARD SUITE 1050  (Street) EL SEGUNDO 90245  (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) Other (specify below)  Sr. EVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2005	
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	08/11/2005		M		7,600	A	\$5.77	7,600	D	
Class A Common Stock	08/11/2005		M		6,500	A	\$5.77	14,100	D	
Class A Common Stock	08/11/2005		M		3,000	A	\$5.77	17,100	D	
Class A Common Stock	08/11/2005		M		2,800	A	\$5.77	19,900	D	
Class A Common Stock	08/11/2005		M		2,700	A	\$5.77	22,600	D	
Class A Common Stock	08/11/2005		M		1,700	A	\$5.77	24,300	D	
Class A Common Stock	08/11/2005		M		1,200	A	\$5.77	25,500	D	
Class A Common Stock	08/11/2005		M		1,100	A	\$5.77	26,600	D	
Class A Common Stock	08/11/2005		M		1,000	A	\$5.77	27,600	D	
Class A Common Stock	08/11/2005		M		600	A	\$5.77	28,200	D	
Class A Common Stock	08/11/2005		M		500	A	\$5.77	28,700	D	
Class A Common Stock	08/11/2005		M		200	A	\$5.77	28,900	D	
Class A Common Stock	08/11/2005		M		200	A	\$5.77	29,100	D	
Class A Common Stock	08/11/2005		M		200	A	\$5.77	29,300	D	
Class A Common Stock	08/11/2005		M		200	A	\$5.77	29,500	D	
Class A Common Stock	08/11/2005		S		200	D	\$47.84	29,300	D	
Class A Common Stock	08/11/2005		S		200	D	\$47.8	29,100	D	
Class A Common Stock	08/11/2005		S		200	D	\$47.88	28,900	D	
Class A Common Stock	08/11/2005		S		200	D	\$47.67	28,700	D	
Class A Common Stock	08/11/2005		S		500	D	\$47.75	28,200	D	
Class A Common Stock	08/11/2005		S		600	D	\$47.71	27,600	D	
Class A Common Stock	08/11/2005		S		1,000	D	\$47.77	26,600	D	
Class A Common Stock	08/11/2005		S		1,100	D	\$47.83	25,500	D	
Class A Common Stock	08/11/2005		S		1,200	D	\$47.79	24,300	D	
Class A Common Stock	08/11/2005		S		1,700	D	\$47.78	22,600	D	
Class A Common Stock	08/11/2005		S		2,700	D	\$47.68	19,900	D	
Class A Common Stock	08/11/2005		S		2,800	D	\$47.69	17,100	D	
Class A Common Stock	08/11/2005		S		3,000	D	\$47.89	14,100	D	
Class A Common Stock	08/11/2005		S		6,500	D	\$47.85	7,600	D	
Class A Common Stock	08/11/2005		S		7,600	D	\$47.7	0	D	

**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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			200	(I)	07/08/2012	Class A Common Stock	200	\$5.77	102,496	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			200	(I)	07/08/2012	Class A Common Stock	200	\$5.77	102,896	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			200	(I)	07/08/2012	Class A Common Stock	200	\$5.77	102,296	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			200	(I)	07/08/2012	Class A Common Stock	200	\$5.77	102,696	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			500	(I)	07/08/2012	Class A Common Stock	500	\$5.77	101,796	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			600	(I)	07/08/2012	Class A Common Stock	600	\$5.77	101,196	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			1,000	(I)	07/08/2012	Class A Common Stock	1,000	\$5.77	100,196	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			1,100	(I)	07/08/2012	Class A Common Stock	1,100	\$5.77	99,096	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			1,200	(I)	07/08/2012	Class A Common Stock	1,200	\$5.77	97,896	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			1,700	(I)	07/08/2012	Class A Common Stock	1,700	\$5.77	96,196	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			2,700	(I)	07/08/2012	Class A Common Stock	2,700	\$5.77	93,496	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			2,800	(I)	07/08/2012	Class A Common Stock	2,800	\$5.77	90,696	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			3,000	(I)	07/08/2012	Class A Common Stock	3,000	\$5.77	87,696	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			6,500	(I)	07/08/2012	Class A Common Stock	6,500	\$5.77	81,196	D	
Stock Option (Right to Buy)	\$5.77	08/11/2005		M			7,600	(I)	07/08/2012	Class A Common Stock	7,600	\$5.77	73,596	D	

**Explanation of Responses:**

1. The option vests and becomes exercisable at a rate of 20% per year over five (5) years

**Remarks:**

Laurence H. Midler, Attorney-in-Fact      08/12/2005

\*\* 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.

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