

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

1. Name and Address of Reporting Person * <u>Midler Laurence H</u> (Last) (First) (Middle) 11150 SANTA MONICA BLVD. SUITE 1600 (Street) LOS ANGELES CA 90025 (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) <u>EVP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/09/2009	
	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	07/09/2009		A		18,096	A	\$0 ⁽¹⁾	89,292	D	
Class A Common Stock	07/09/2009		A		8,347	A	\$0 ⁽²⁾	97,639	D	
Class A Common Stock	07/09/2009		A		8,143	A	\$0 ⁽³⁾	105,782	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)	\$15.425	07/09/2009		D			67,500	(4)	09/21/2012	Class A Common Stock	67,500	\$0 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$23.46	07/09/2009		D			31,470	(5)	09/06/2013	Class A Common Stock	31,470	\$0 ⁽²⁾	0	D	
Stock Option (Right to Buy)	\$27.19	07/09/2009		D			26,954	(6)	09/05/2014	Class A Common Stock	26,954	\$0 ⁽³⁾	0	D	

Explanation of Responses:

- On July 9, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on September 21, 2005. In exchange for the option, the reporting person received 18,096 shares of restricted stock, which vests 25% per year over four years commencing on July 9, 2009.
- On July 9, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on September 6, 2006. In exchange for the option, the reporting person received 8,347 shares of restricted stock, which vests 25% per year over four years commencing on July 9, 2009.
- On July 9, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on September 5, 2007. In exchange for the option, the reporting person received 8,143 shares of restricted stock, which vests 25% per year over four years commencing on July 9, 2009.
- The canceled option provided for vesting in four equal annual installments beginning on September 21, 2005.
- The canceled option provided for vesting in four equal annual installments beginning on September 6, 2006.
- The canceled option provided for vesting in four equal annual installments beginning on September 5, 2007.

Remarks:

Brian D. McAllister, Attorney-In-Fact 07/10/2009

** 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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