SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 [*] GAFFNER ARLIN E			2. Issuer Name and Ticker or Trading Symbol <u>CB RICHARD ELLIS GROUP INC</u> [CBG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 2001 ROSS AV	(First) (Middle) AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 09/08/2010	x	Officer (give title below) Chief Accounti	Other (specify below)		
SUITE 3400			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing	(Check Applicable Line)		
(Street) DALLAS	ТХ	75201		X	Form filed by One Report Form filed by More than	orting Person n One Reporting Person		
(City)	(State)	(Zip)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

1. Title of Security (Instr. 3) 2. Transaction 2A Deemed 4 Securities Acquired (A) or 5 Amount of 6 Ownership 7 Nature of Transaction Disposed Of (D) (Instr. 3, 4 and 5) Form: Direct (D) Execution Date, Securities Indirect Date (Month/Day/Year) if any (Month/Day/Year) Beneficially Owned Beneficial Code (Instr. or Indirect (I) (Instr. 4) 8) Following Reported Ownership Transaction(s) (Instr. 4) (A) or (D) (Instr. 3 and 4) Code v Amount Price 09/08/2010 **A**⁽¹⁾ Class A Common Stock 10,928 Α \$<mark>0</mark> 39,769 D D Class A Common Stock 39,769 By 401(k) Class A Common Stock 558.0228⁽²⁾ I Plan 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		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	Direct (D)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Explanation of Responses:

1. The September 8, 2010 restricted stock award reported hereunder was made pursuant to the Issuer's Equity Award Policy, which provides for annual management equity awards to be made at a previously scheduled

Compensation Committee meeting that falls in or closest to the month of September. These restricted shares vest at a rate of 25% per year over four (4) years commencing on September 5, 2010.

2. Between January 1 and June 30, 2010, the reporting person acquired 245.9853 shares of the Issuer's common stock under the Issuer's 401(k) plan. The information in this report is based on a plan statement dated as of June 30, 2010.

Brian D. McAllister, Attorney-In-Fact 09/10/2010

** 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.

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