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 | Iress of Reporting Pe | rson [*] | 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) |
|--------------------|--|-------------------|---|--|
| (Last) | (Last) (First) (Middle) 2001 ROSS AVENUE | | 3. Date of Earliest Transaction (Month/Day/Year) 12/22/2010 | Director 10% Owner X Officer (give title Other (specify below) President, Americas |
| SUITE 3400 | VENUE | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person |
| (Street) DALLAS | TX | 75201 | | Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |
| | | Table I - Non- | Derivative Securities Acquired, Disposed of, or Benefic | sially Owned |

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. Transac Code (li 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|--|--|---|---------------------------------|---|--|---------------|--|---|---|----------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Common Stock | 12/22/2010 | | S ⁽¹⁾ | | 5,505 | D | \$21.24 | 245,603 | D | |
| Class A Common Stock | | | | | | | | 500 | I ⁽²⁾ | By Daughter |
| Class A Common Stock | | | | | | | | 500 | I ⁽²⁾ | By Son |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |

(e.g., puts, calls, warrants, options, convertible securities)

| | | (° 5 | , I , | | , | , | | | | - / | | | | |
|--|---|---|-----------------------------|---|--|-----|--|--------------------|--|-------------------------------------|---|--|---|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. | | 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 | 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 | | Transaction(s) (Instr. 4) | | |

Explanation of Responses:

1. These shares were sold to satisfy the reporting person's tax withholding obligation upon vesting of restricted stock previously granted.

2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

> Brian D. McAllister, Attorney-In-12/23/2010 Fact

** 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.

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