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

	tanie and i taliece er reperting i ereen			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)	(First)	(Middle)	3. Da		RD ELLIS GROUP INC [ CBG ] tt Transaction (Month/Day/Year) Date of Original Filed (Month/Day/Year)		X X	Director Officer (give title below) Chief Exec	10% C Other below) utive Officer	specify		
SUITE 1600			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) LOS ANGELES	СА	90025					X	Form filed by One F Form filed by More		ng Person		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Transa			2. Transaction	2A. Deemed	3.	Securities Acquired (A) or Disposed 5. Amount of 6. Owners			6. Ownership	7. Nature of		

#### Execution Date, Of (D) (Instr. 3, 4 and 5) Securities Form: Direct (D) Indirect Date Transaction (Month/Day/Year) if any (Month/Day/Year) Beneficially Owned Code (Instr. or Indirect (I) Beneficial (Instr. 4) 8) Following Reported Ownership Transaction(s) (Instr. 4) (A) or (Instr. 3 and 4) v Price Code Amount (D) М Class A Common Stock 02/28/2011 40,000 Α \$1.9233 535,635 D М \$1.9233 D Class A Common Stock 02/28/2011 10,770 Α 546,405 Class A Common Stock 02/28/2011 s 50,770 D \$24.8614(1) 495,635 D By White Class A Common Stock 02/28/2011 S 123,611 D \$24.7841(2) 458,429 Family I Trust

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)		Derivative	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$1.9233	02/28/2011		м			10,770	(3)	07/20/2011	Class A Common Stock	10,770	\$0.0000	0.0000	D	
Stock Option (Right to Buy)	\$1.9233	02/28/2011		м			40,000	(4)	09/16/2013	Class A Common Stock	40,000	\$0.0000	379,028	D	

### Explanation of Responses:

1. This transaction was executed in multiple trades ranging from \$24.81 to \$24.93. The price reported above reflects the weighted average sale price. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range.

2. This transaction was executed in multiple trades ranging from \$24.75 to \$24.90. The price reported above reflects the weighted average sale price.

3. This option vested and became exercisable at a rate of 20% per year over five (5) years commencing on July 20, 2001.

4. This option vested and became exercisable at a rate of 20% per year over five (5) years commencing on September 16, 2003.

### Laurence H. Midler, Attorney-In-03/02/2011

Fact [Value]

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\star}$  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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