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

| | s of Reporting Person [*] | | 2. Issuer Name and Ticker or Trading Symbol CB RICHARD ELLIS GROUP INC [CBG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|------------------------------------|-------|---|--|--|--|--|--|
| WHITE W BRETT (Last) (First) (Middle) 11150 SANTA MONICA BLVD. | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/08/2011 | x x | Director Officer (give title below) Chief Executive | 10% Owner Other (specify below) e Officer | | |
| SUITE 1600 | | | 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 Repo Form filed by More than | 0 | | |
| (City) | (State) | (Zip) | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (Ir 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 (Instr. 4) |
|---------------------------------|--|---|---------------------------------|---|--|---|---------------------------------|--|---|---|
| | | | Code V | | Amount (A) or (D) | | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 09/07/2011 | | G | v | 169,035 | D | \$0.0000 | 319,277 | D | |
| Class A Common Stock | 09/08/2011 | | A ⁽¹⁾ | | 171,662 | A | \$0.0000 | 490,939 | D | |
| Class A Common Stock | 09/08/2011 | | S ⁽²⁾ | | 8,273 | D | \$14.6099 ⁽³⁾ | 482,666 | D | |
| Class A Common Stock | 09/07/2011 | | G | v | 169,035 | A | \$0.0000 | 627,464 | I | By White Family Trust |
| Class A Common Stock | 09/08/2011 | | S ⁽²⁾ | | 67,488 | D | \$14.6099 ⁽⁴⁾ | 559,976 | Ι | By White Family Trust |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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|--|---|--|---|---|------|--|----------|--|--------------------|--|-------------------------------------|---|--|---|---------------------------------------|
| 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 | Direct (D) or Indirect (I) (Instr. 4) | 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, 2011 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 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, 2011.

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

3. This transaction was executed in multiple trades at prices ranging from \$14.59 to \$14.65. The price reported above reflects the weighted average sale 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.

4. This transaction was executed in multiple trades at prices ranging from \$14.55 to \$14.85. The price reported above reflects the weighted average sale price.

| Laurence H. Midler, Attorney-In- | 09/09/2011 |
|----------------------------------|------------|
| Fact | 09/09/2011 |

** 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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