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* Strong Michael J		son*	2. Issuer Name and Ticker or Trading Symbol <u>CBRE GROUP, INC.</u> [CBG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) ST. MARTIN'	ast) (First) (Middle) F. MARTIN'S COURT		3. Date of Earliest Transaction (Month/Day/Year) 09/14/2012	X Officer (give title Other (specify below) CEO, EMEA					
10 PATERNO (Street) LONDON (City)	PATERNOSTER ROW reet) ONDON X0 EC4M 7HP		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 Form filed by More than One Reporting Person					
		Table I - Non-D	Perivative Securities Acquired, Disposed of, or Bene	ficially 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. 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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	09/14/2012		A ⁽¹⁾		49,115	A	\$0.0000	233,975	D	
Class A Common Stock	09/14/2012		М		29,771	A	\$1.9233	263,746	D	
Class A Common Stock	09/14/2012		S		29,771	D	\$20.6531 ⁽²⁾	233,975	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

	1			-		-				3					
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. Transac Code (In 8)		Derivative		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	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	09/14/2012		М			29,771	(3)	09/16/2013	Class A Common Stock	29,771	\$0.0000	70,000	D	

Explanation of Responses:

1. The September 14, 2012 restricted stock unit award reported hereunder was made pursuant to the Issuer's Equity Award Policy, which provides for annual management equity awards. These restricted stock units vest at a rate of 25% per year over four (4) years commencing on September 5, 2012.

2. This transaction was executed in multiple trades at prices ranging from \$20.50 to \$20.7301. 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.

3. This option vested and became exercisable at a rate of 20% per year over five years commencing on September 16, 2003 and became fully exercisable on September 16, 2008.

Brian D. McAllister, Attorney-In-09/18/2012 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.

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