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 GROCH JAMES R	Person*	2. Issuer Name and Ticker or Trading Symbol <u>CBRE GROUP, INC.</u> [ CBG ]		ionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner
(Last) (First) 2929 ARCH STREET	(Middle)	<ul> <li>3. Date of Earliest Transaction (Month/Day/Year) 08/14/2014</li> </ul>	x	Officer (give title below) Chief Financi	Other (specify below) al Officer
SUITE 1500 (Street) PHILADELPHIA PA (City) (State)	19104-7343 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Filing Form filed by One Rep Form filed by More tha	,

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)			Dat	Transaction te onth/Day/Yo	ear)	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 Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount	(A (D	A) or D)	Price	(Instr. 3 and 4)				(instr. 4)	
Class A Common Stock			0	8/14/201	4			<b>A</b> <sup>(1)</sup>		58,19	5	Α	\$0.0000	0 538,465			D	
Class A Common Stock														40,0	000		I	By Jacob Groch Family 2012 Trust
Class A Comm	Class A Common Stock			40,00				000		I	By Sasha Groch Family 2012 Trust							
			Table II - Der (e.g							sed of, o onvertible				ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date Execution D (Month/Day/Year) if any	3A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisabl Expiration Date (Month/Day/Year)		te	nd 7. Title and Amount Securities Underlyin Derivative Security (Instr. 3 and 4)		derlying curity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercis		Expiration Date	Title		Amount or Number of Shares	· Transa (Instr. 4				

Explanation of Responses:

1. The Issuer granted these restricted stock units to the Reporting Person on August 14, 2014 as part of the Reporting Person's 2014 annual management equity award. These restricted stock units will vest at a rate of 25% per year on each of August 14, 2015, 2016, 2017 and 2018, subject to forfeiture or acceleration in certain circumstances as set forth in the award agreement.

Stephen B. Ballas, Attorney-In-	08/18/2014				
Fact	00/10/2014				
** 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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