

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|   |   |  |
|---|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><u>GROCH JAMES R</u><br><br>(Last) (First) (Middle)<br>2929 ARCH STREET<br>SUITE 1500<br><br>(Street)<br>PHILADELPHIA PA 19104-7343<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>CBRE GROUP, INC. [ CBG ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>Chief Financial Officer |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>08/13/2015                 |  |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                       |  |

**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 Transaction(s) (Instr. 3 and 4) | 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                    |   |  |   |
| Class A Common Stock            | 08/13/2015                           |  | A <sup>(1)</sup>               |   | 52,603  | A          | \$0.0000                 | 554,161   | D  |   |
| Class A Common Stock            | 08/14/2015                           |  | M                              |   | 30,470  | A          | \$13.29                  | 584,631   | D  |   |
| Class A Common Stock            | 08/14/2015                           |  | F                              |   | 6,620   | D          | \$38.23                  | 578,011   | D  |   |
| Class A Common Stock            | 08/14/2015                           |  | S                              |   | 30,470  | D          | \$38.1541 <sup>(2)</sup> | 547,541   | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                          | 40,000  | I  | By J. Groch Family 2012 Trust                         |
| Class A Common Stock            |                                      |  |                                |   |   |            |                          | 40,000  | I  | By S. Groch Family 2012 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 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 |
| Stock Option (Right to Buy)                | \$13.29  | 08/14/2015                           |  | M                              |   |  | 30,470 | (3)  | 09/01/2015      | Class A Common Stock  | 30,470                                     | \$0.0000   | 0.0000  | D  |       |

**Explanation of Responses:**

- The Issuer granted these restricted stock units to the Reporting Person on August 13, 2015 as part of the Reporting Person's 2015 annual management equity award. These restricted stock units will vest at a rate of 25% per year on each of August 14, 2016, 2017, 2018 and 2019, subject to forfeiture or acceleration in certain circumstances as set forth in the award agreement.
- This transaction was executed in multiple trades at prices ranging from \$37.84 to \$38.31. 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.
- This option vested and became exercisable at a rate of 25% per year over four years commencing on September 5, 2008 and became fully exercisable on September 5, 2012.

Stephen B. Ballas, Attorney-In-Fact 08/17/2015

\*\* 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.