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

Filed pursuant to Section 16(a) of the or Section 30(h) of the Inve

IN BENEFICIAL OWNER	SHIP	Estimated average burden hours per response: 0.				
he Securities Exchange Act of 1934 stment Company Act of 1940						

1. Name and Address of Reporting Person <sup>*</sup> GROCH JAMES R				2. Issuer Name and Ticker or Trading Symbol CBRE GROUP, INC. [ CBG ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last)	(First)	(M	iddle)		3. Date of Earliest Transaction (Month/Day/Year) 03/03/2017					x	Officer (g below)	, 	Other (specify below) ancial Officer			
2929 ARCH STREET SUITE 1500			4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) PHILADELPH (City)	IIA PA (State)	19 (Zi	p)									X			than One Report	ng Person
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date						3. 4. Securities Acquired (A) or   Transaction Disposed Of (D) (Instr. 3, 4 a   8) 8				s ally Owned g Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
						Code	v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Class A Common Stock 03/0			03/03/20	017		<b>A</b> <sup>(1)</sup>		58,194	4	Α	\$0.0000	463,677		D		
Class A Common Stock 03/0			03/03/20	017		A <sup>(2)</sup>		41,174	4	Α	\$0.0000	504,851		D		
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 Dat if any (Month/Day/Ye	Code (	Transaction Derivative Exp Code (Instr. Securities (Mo		Expirati	ration Date S th/Day/Year) D		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		derlying curity	8. Price of Derivative Security (Instr. 5) 8. Price of derivative Securities Beneficial Owned Following Reported		e Ownership s Form: Ily Direct (D) or Indirect g (I) (Instr. 4	Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. The Issuer granted these securities to the Reporting Person in August 2014 as part of the Reporting Person's 2014 annual management equity award. On March 3, 2017, the Compensation Committee of the Board of Directors of the Issuer certified the Issuer's Adjusted EPS performance necessary for this award to vest. As such, these securities will vest in full on August 14, 2017, subject to forfeiture in certain circumstances as set forth in the award agreement.

(D)

Date

Exercisable

Expiration Date

Title

2. The Issuer granted these restricted stock units to the Reporting Person on March 3, 2017 as part of the Reporting Person's 2017 annual management equity award. These restricted stock units will vest at a rate of 25% per year on each of March 3, 2018, 2019, 2020 and 2021, subject to forfeiture or acceleration in certain circumstances as set forth in the award agreement

> /s/ Laurence H. Midler, Attorney-03/07/2017 in-Fact for James R. Groch

Amount

Number

of Shares

or

\*\* Signature of Reporting Person

Date

Transaction(s)

(Instr. 4)

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.

v

Code

(A)

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