SEC Form 4

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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 [*] GAFFNER ARLIN E			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) (First) (Middle) 2100 MCKINNEY AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2018	X	Officer (give title below) SVP and Chief Acct	Other (specify below)			
SUITE 900	eet) ALLAS TX 75201		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) DALLAS	TX	75201		X	Form filed by One Reportir Form filed by More than O	0			
(City)	(State)	(Zip)							

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)		(11150.4)
Class A Common Stock	02/16/2018		A ⁽¹⁾		5,162	A	\$0.0000	35,200	D	
Class A Common Stock	02/16/2018		A ⁽²⁾		5,072	A	\$0.0000	40,272	D	
Class A Common Stock								578.7679 ⁽³⁾	I	By 401(k) Plan

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. Transac Code (Ir 8)				6. Date Exerc Expiration Da (Month/Day/Y	ate	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)	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 Issuer granted these securities to the Reporting Person on February 16, 2018 as part of the Reporting Person's 2018 annual management equity award. These securities will vest at a rate of 25% per year on each of February 16, 2019, 2020, 2021 and 2022, subject to forfeiture or acceleration in certain circumstances as set forth in the award agreement.

2. The Issuer granted these securities to the Reporting Person in August 2015 as part of the Reporting Person's 2015 annual management equity award. On February 16, 2018, 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, 2018, subject to forfeiture in certain circumstances as set forth in the award agreement.

3. The number of shares of common stock held in the Issuer's 401(k) plan reported above is based on a plan statement as of February 16, 2018.

/s/ Cindy Kee, Attorney-in-Fact for Arlin E. Gaffner

** 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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Signature of Reporting Feison