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 <sup>*</sup> Durburg John E				2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CBRE GROUP, INC.</u> [ CBRE ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 321 NORTH CLA	(First) ARK STREET	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/27/2019				x	Officer (give title below)	Other (specify below) ting Officer				
SUITE 3400			4. If Ame	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street)										Form filed by More than One Reporting Person				
CHICAGO	IL	60654									ng r oroon			
(City)	(State)	(Zip)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Da			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Ac Disposed Of (D Amount			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	(Instr. 3 and 4)		
Class A Common Stock	02/27/2019		<b>A</b> <sup>(1)</sup>		35,684	Α	\$0.0000	114,285	D	
Class A Common Stock	02/28/2019		<b>A</b> <sup>(2)</sup>		29,474	A	\$0.0000	143,759	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										

(e.g., puts, calls, warrants, options, convertible securities) 5. Number of 6. Date Exercisable and 7. Title and Amount of 9. Number of 1. Title of 3. Transaction 3A. Deemed 8. Price of 11. Nature 10 Transaction Derivative Conversion Date Execution Date. Derivative Expiration Date Securities Underlying Derivative derivative Ownership of Indirect Security (Instr. 3) or Exercise (Month/Day/Year if any Code (Instr. Securities (Month/Day/Year) **Derivative Security** Security Securities Form: Beneficial Price of (Month/Day/Year) 8) Acquired (A) (Instr. 3 and 4) (Instr. 5) Beneficially Direct (D) Ownership Derivative or Disposed of Owned or Indirect (Instr. 4) (D) (Instr. 3, 4 and 5) Security Following (I) (Instr. 4) Reported Transaction(s) Amount (Instr. 4)

Date

Exercisable

Expiration

Date

Title

Explanation of Responses:

1. The Issuer granted these securities to the Reporting Person on March 3, 2017 as part of the Reporting Person's 2017 annual management equity award. On February 27, 2019, 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 March 3, 2020, subject to forfeiture in certain circumstances as set forth in the award agreement.

(D)

2. The Issuer granted these securities to the Reporting Person on February 28, 2019 as part of the Reporting Person's 2019 annual management equity award. These securities will vest at a rate of 25% per year on each of February 28, 2020, 2021, 2022 and 2023, subject to forfeiture or acceleration in certain circumstances as set forth in the award agreement

> /s/ Cindy Kee, Attorney-in-Fact for 03/01/2019 John E. Durburg

\*\* Signature of Reporting Person Date

or

Number

of Shares

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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v (A)

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