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* GROCH JAMES R				2. Issuer Name and Ticker or Trading Symbol <u>CBRE GROUP, INC.</u> [ CBRE ]							ionship of Reporting F all applicable) Director	( )	son(s) to Issuer 10% Owner		
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/11/2019							Officer (give title below)	Other ( below)	specify		
2929 ARCH STRE	EET										Chief Fina	ncial Officer			
SUITE 1500				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)										X	Form filed by One F Form filed by More		ng Person		
PHILADELPHIA	PA	19104-734	3												
(City)	(State)	(Zip)													
		Table I - N	lon-Deriv	vative	Securities Ac	quired	l, Dis	sposed of, o	or Bene	ficially Ow	ned				
Date			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Of (D) (Instr. 3,		() or Disposed	5. Amount of Securities Beneficially Owned Following 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 S	Stock		03/11/2	2019		S		18,807	D	\$50.4178(1)	536,111	D			
Class A Common S	Stock		03/11/2	2019		S		31,193	D	\$50.4953 <sup>(2)</sup>	504,918	D			
		Table II	- Deriva	tive S	ecurities Acqu	uired, I	Disp	osed of, or	Benefi	cially Owne	d				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owne (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Form:	11. Nature of Indirect 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. This transaction was executed in multiple trades at prices ranging from \$50.21 to \$50.62. 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.

2. This transaction was executed in multiple trades at prices ranging from \$50.29 to \$50.59. 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.

/s/ Cindy Kee, Attorney-in-Fact for James R. Groch

\*\* 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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OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5