FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
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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*  Midler Laurence H						2. Issuer Name and Ticker or Trading Symbol CBRE GROUP, INC. [ CBRE ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) 400 SOUTH H	(First)	,	ddle)		3. Date of Earliest Transaction (Month/Day/Year) 03/03/2020  X Officer (give title below)  EVP, GC & Chief Risk										Other (s below)	specify				
25TH FLOOR					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) LOS ANGELES CA 90071													X	Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City)	(State)	(Zi	p)																	
		Та	ble I - Noı	n-Dei	ivativ	e S	ecuritie	s Acq	uired, l	Disp	osed of,	or	Benefi	cially Ow	ned					
Date			ansaction nth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)					ties Acquired (A) or I Of (D) (Instr. 3, 4 and 5)			5. Amount Securities Beneficiall Following	y Owned Reported	Form	nership : Direct (D) lirect (I) . 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 0				03/	03/03/2020				<b>A</b> <sup>(1)</sup>		15,780		A	\$0.0000	139,304			D		
Class A Common Stock 03/				/03/2020				A <sup>(2)</sup>		10,393		A	\$0.0000	149,697			D			
Class A Common Stock			03/	03/03/2020				F		9,815		D	\$57.73	139,882			D			
			Table II - I (								sed of, o				ed					
Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) e of vative	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 Exerc Expiration Da (Month/Day/Y		te			derlying curity ) Amount	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e O s Fo ally D or g (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code V		(D)	Date Exercisable		Expiration Date			or Number of Shares						

## **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 equity award. On March 3, 2020, 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 February 16, 2021, subject to forfeiture in certain circumstances as set forth in the award agreement for these securities.
- 2. The Issuer granted these securities to the Reporting Person on March 3, 2020 as part of the Reporting Person's 2020 annual equity award. These securities will vest at a rate of 25% per year on each of March 3, 2021, 2022, 2023 and 2024, subject to forfeiture or acceleration in certain circumstances as set forth in the award agreement for these securities.

/s/ Cindy Kee, Attorney-in-Fact for <u>03/05/2020</u> Laurence H. Midler

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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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