Khourie Matthew S Form 4 August 08, 2005

FORM 4

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Khourie Matthew S Issuer Symbol TRAMMELL CROW CO [TCC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 3050 POST OAK BLVD., SUITE 08/04/2005 below) 700 President, D & I, Central Ops. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77056 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acc	quired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(IIIsu: +)
Common Stock	08/04/2005		S	5,000	D	\$ 26.2	255,375.5185 (1)	D	
Common Stock	08/05/2005		S	2,500	D	\$ 26.25	252,875.5185 (1)	D	
Common Stock	08/05/2005		S	2,500	D	\$ 26	250,375.5185 (1)	D	
Common Stock	08/05/2005		S	2,500	D	\$ 26.1	247,875.5185 (1)	D	
Common Stock	08/08/2005		S	2,500	D	\$ 26.25	245,375.5185 (1)	D	
	08/08/2005		S	2,500	D	\$ 26.3		D	

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Common Stock						242,875.5185 (1)		
Common Stock	08/08/2005	S	2,500	D	\$ 26.35	240,375.5185 (1)	D	
Common Stock	08/08/2005	S	4,400	D	\$ 26.5	235,975.5185 (1)	D	
Common Stock	08/08/2005	S	2,500	D	\$ 26.6	233,475.5185 (1)	D	
Common Stock	08/08/2005	S	2,500	D	\$ 26.7	230,975.5185 (1)	D	
Common Stock						85,250	I (2)	by Khourie Family Interests, Ltd.

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.9					05/24/2003(3)	05/24/2009	Common Stock	17,500
Stock Option (right to buy)	\$ 10.2					05/25/2002(4)	05/25/2008	Common Stock	20,000

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Stock Option (right to buy)	\$ 11.44	03/08/2001(5)	03/08/2010	Common Stock	15,000
Stock Option (right to buy)	\$ 17.44	05/05/2000(6)	05/05/2009	Common Stock	10,210
Stock Option (right to buy)	\$ 18.06	02/18/2000(7)	02/18/2009	Common Stock	7,397
Stock Option (right to buy)	\$ 17.5	11/24/1998(8)	11/24/2007	Common Stock	20,305

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Khourie Matthew S 3050 POST OAK BLVD. SUITE 700 HOUSTON, TX 77056

President, D & I, Central Ops.

Signatures

/s/ J. Christopher Kirk, by power of attorney 08/08/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Includes 42,000 shares of restricted stock, with 10,000 shares vesting on 3/5/2006, 10,000 shares vesting on 3/5/2007, 10,000 shares vesting on 3/5/2008, 4,000 shares vesting on 5/21/2006, 4,000 shares vesting on 5/21/2007 and 4,000 shares vesting on 5/21/2008; a

- (1) restricted stock award granted on 5/19/2004 of 8,000 shares vesting 40% on 5/19/2006, 20% on 5/19/2007, 20% on 5/19/2008 and 20% on 5/19/2009; a restricted stock award granted on 5/18/2005 of 17,668 shares vesting on 5/18/2009, and 10,305.5185 shares acquired under the Issuer's Employee Stock Purchase Plan.
- (2) The reporting person is a general partner of the partnership that owns the reported securities. The other general partner is the reporting person's spouse and the limited partners are the reporting person's children.
- (3) The options vest in four equal annual installments with the first installment vesting on 5/24/2003.
- (4) The options vest in four equal annual installments with the first installment vesting on 5/25/2002.
- (5) The options vested in four equal annual installments with the first installment vesting on 3/8/2001.
- (6) The options vested in four equal annual installments with the first installment vesting on 5/5/2000.
- (7) The options vested in three equal annual installments with the first installment vesting on 2/18/2000.

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(8) The options vested in three equal annual installments with the first installment vesting on 11/24/1998.

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