CB RICHARD ELLIS GROUP INC

Form 4 May 13, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BLUM RICHARD C**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

CB RICHARD ELLIS GROUP INC

(Check all applicable)

[CBG]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director

(Month/Day/Year) below) 05/11/2011

Officer (give title

10% Owner Other (specify

909 MONTGOMERY STREET, SUITE 400

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Price Code V Amount (D)

Class A

Common 05/11/2011 Stock

 $A^{(3)}$ 1,697

\$0 23,251 Α

 $D^{(1)}(2)$

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

(Month/Day/Year)

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 control number.

SEC 1474 (9-02)

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

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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. Number on 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)	\$ 26.5	05/11/2011		A(3)	1,886	<u>(4)</u>	05/11/2018	Class A Common Stock	1,886

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
BLUM RICHARD C 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133	X					

Signatures

/s/ Gregory D. Hitchan,
Attorney-In-Fact

**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).

These securities were granted to Richard C. Blum who is a director of the Issuer. Mr. Blum is the President and Chairman of Blum Capital Partners, L.P. ("BCP"), the general partner of BK Capital Partners IV, L.P., Stinson Capital Partners, L.P., Stinson Capital Partners L, L.P. and Stinson Capital Partners (QP), L.P. Mr. Blum is a managing member of Blum Strategic GP II, L.L.C., the general partner of Blum Strategic Partners II, L.P. and the managing limited partner of Blum Strategic Partners II GmbH & Co. KG. He is also a managing member of Blum Strategic GP III, L.P. which, in turn, serves as the general partner of Blum Strategic Partners III, L.P. and he is also a managing member of Blum Strategic GP IV, L.L.C. which serves as general partner of Blum Strategic GP IV, L.P. which, in turn, serves as the general partner of Blum Strategic Partners IV, L.P. (Cont'd in Footnote 2)

(Cont'd from Footnote 2) Under each of these partnership agreements, Mr. Blum is deemed to hold each partnership's pro rata share of the securities for the benefit of each partnership, and each partnership is entitled to a pro rata portion of the securities issued. Accordingly, each partnership may be deemed to be the indirect beneficial owners of the securities to the extent of their pro rata interest therein, and each of BCP, Blum Strategic GP II, L.L.C., Blum Strategic GP IV, L.L.C. and Mr. Blum may be deemed to be indirect beneficial owners of the securities. Blum Strategic GP II, L.L.C., Blum Strategic GP III, L.L.C., Blum Strategic GP IV, L.L.C. and Mr. Blum disclaim beneficial ownership of the securities, except to the extent of any pecuniary interest therein.

Reporting Owners 2

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- (3) The May 11, 2011 stock and option awards reported hereunder were made pursuant to the Issuer's Director Compensation Policy.
- (4) This option vests and becomes exercisable at a rate of one-twelfth (1/12th) of the options per quarter over a period of three (3) years commencing on May 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.