Cozad Jeffrey Alley Form 4 June 05, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

Form 4 or 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Cozad Jeffrey Alley

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

CB RICHARD ELLIS GROUP INC

[CBG]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2006

Officer (give title below)

10% Owner Other (specify

909 MONTGOMERY STREET, SUITE 400

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

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

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

SAN FRANCISCO, CA 94133

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code 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)

Reported (A) Transaction(s) or

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

Class A

(Instr. 3)

Common 06/01/2006 Stock

A 1,363 \$0 7,744 Α

 $D_{(1)}(2)(3)$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 f 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)	\$ 25.665	06/01/2006		A	1,948	<u>(4)</u>	06/01/2013	Class A Common Stock	1,948

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Cozad Jeffrey Alley 009 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133	X					

Signatures

9 S S

Jeffrey A.
Cozad

**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 Jeffrey A. Cozad who is a director of the Issuer. Mr. Cozad is a member of Blum Strategic GP, L.L.C., the general partner Blum Strategic Partners, L.P. ("Strategic") and a managing member of Blum Strategic GP II, L.L.C., the general partner of Blum Strategic Partners II, L.P. ("Strategic II") and the managing limited partner of Blum Strategic Partners II GmbH & Co. KG ("Strategic KG"). Under each of the Strategic, Strategic II and Strategic KG partnership agreements, Mr. Cozad 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 of Strategic, Strategic II and Strategic KG may be deemed to be the indirect beneficial owners of the securities to the extent of their pro rata interest therein, and Blum Strategic GP, L.L.C., Blum Strategic GP II, L.L.C. and Mr. Cozad may be deemed to be indirect beneficial owners of the securities. Blum Strategic GP, L.L.C., Blum Strategic GP II, L.L.C. and Mr. Cozad disclaim beneficial ownership of the securities, except to the extent of any pecuniary interest therein.
- (3) On June 1, 2006, the Class A common stock of the Issuer split 3-for-1, resulting in the reporting person's ownership of 4,254 additional shares of Class A common stock.
- (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.

Reporting Owners 2

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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.