TRIZEC PROPERTIES INC

Form 4 July 19, 2006

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

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

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * **MULRONEY BRIAN**

(First)

(Middle)

C/O TRIZEC PROPERTIES. INC., 10 S. RIVERSIDE PLAZA, **SUITE 1100**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

TRIZEC PROPERTIES INC [TRZ]

3. Date of Earliest Transaction

(Month/Day/Year) 07/17/2006

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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

Issuer

below)

X_ Director

Officer (give title

CHICAGO, IL 60606

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

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

(A)

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

Securities

or Code V Amount (D) Price

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)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	i i		(Instr. 3 and 4)		
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Compensation Right	(1)	07/17/2006		A	365	(2)	(2)	Common Stock	365	

Dolotionchine

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MULRONEY BRIAN						
C/O TRIZEC PROPERTIES, INC.	X					
10 S. RIVERSIDE PLAZA, SUITE 1100	Λ					

Signatures

CHICAGO, IL 60606

/s/ Bansari Shah, by power of attorney

07/19/2006

**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).
- **(1)** 1 for 1.
- The reporting person elected to defer receipt of his cash director retainer fees under the Trizec Properties, Inc. Non-Employee Directors
- (2) Deferred Compensation Plan. The deferred amount was credited as 365.2365 shares under the reporting person's Trizec Properties, Inc. Stock Fund Account (the "Account") and is payable in cash upon the reporting person's termination of services as a director of the issuer.
- (3) Includes 70.5445 shares credited under the Account with respect to dividend reinvestments on July 17, 2006.

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.

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