



Edgar Filing: TRIZEC PROPERTIES INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

5 SOLE VOTING POWER

1,870,172

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

N/A

7 SOLE DISPOSITIVE POWER

1,870,172

8 SHARED DISPOSITIVE POWER

N/A

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,870,172

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.7%

12 TYPE OF REPORTING PERSON

E.P.

Item 1(a). NAME OF ISSUER: Trizec Properties, Inc. (the "Corporation")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 1114 Avenue of the Americas, 31st Floor, New York, New York, 10036

Item 2(a). NAME OF PERSON FILING: Ontario Teachers' Pension Plan Board (the "Board")

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: 5650 Yonge Street, Suite 500, Toronto, Ontario, Canada, M2M 4H5

Item 2(c). CITIZENSHIP: The Board is a corporation incorporated under the laws of the Province of Ontario, Canada.

Item 2(d). TITLE OF CLASS OF SECURITIES: This statement relates to Exchange Certificates (the "Certificates"), exchangeable for Common Stock, par value \$0.01 per share (the "Shares"). The Certificates can be exchanged on a one-for-one basis for the Shares only by holders who are qualifying U.S. persons during the period ending on August 5, 2002. The Board is not a qualifying U.S. person.

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Item 2(e). CUSIP NUMBER: 89687P115

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

The Board is filing this statement pursuant to the "no-action" relief granted to it by the Office of Tender Offers, Division of Corporation Finance of the United States Securities and Exchange Commission in a letter dated May 6, 1992.

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

(a) AMOUNT BENEFICIALLY OWNED: 1,870,172 (as of May 31, 2002)

(b) PERCENT OF CLASS: 15.7%

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

- I. Sole power to vote or direct the vote: 1,870,172
- II. Shared power to vote or direct the vote: NONE
- III. Sole power to dispose or direct the disposition: 1,870,172
- IV. Shared power to dispose or to direct the disposition: NONE

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control

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Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 7, 2002

/s/ Roger Barton

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Roger Barton  
Vice President, General Counsel and  
Secretary