

Edgar Filing: TRIZEC PROPERTIES INC - Form 4

TRIZEC PROPERTIES INC  
 Form 4  
 June 10, 2002

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F O R M 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 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer	
Matthews	Richard	W.	TRIZEC PROPERTIES, INC. (TRZ)		Director	
(Last)	(First)	(Middle)				
c/o Trizec Properties, Inc. 1114 Avenue of the Americas, 31st Floor			3. I.R.S. Identification Number of Reporting Person, if entity (Voluntary)		4. Statement for Month/Year May 2002	
(Street)						
New York New York 10036					5. If Amendment, Date of Original (Month/Year)	
(City) (State) (Zip)					7. Indicate if this is a new acquisition (X) or a disposition (D) (Instr. 3 and 4)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)
		Code	V	Amount	(A) or (D)	Price	
No securities beneficially owned							

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b) (v)

Potential persons who are to respond to the collection of information contained in this form are not required to file a report.

FORM 4 (continued) 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Exercisable Date (Month/Day/Year)	Expiration Date (Month/Day/Year)			
				(A)	(D)		Amount or Number of Shares		
Employee Stock Option [right to buy]	16.34	05/08/02	J(1)	V	4,000	01/09/03	01/09/09	Common Stock	4,000
Employee Stock Option [right to buy]	17.30	05/08/02	J(1)	V	4,000	01/09/04	01/09/09	Common Stock	4,000
Employee Stock Option [right to buy]	18.26	05/08/02	J(1)	V	4,000	01/09/05	01/09/09	Common Stock	4,000
Employee Stock Option	17.61	05/08/02	J(1)	V	10,000	09/24/02	09/24/08	Common Stock	10,000

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[right to buy]											
Employee Stock Option	18.56	05/08/02	J(1)	V	10,000		09/24/03	09/24/08	Common Stock	10,000	
[right to buy]											
Employee Stock Option	19.52	05/08/02	J(1)	V	10,000		09/24/04	09/24/08	Common Stock	10,000	
[right to buy]											

Explanation of Responses:

- 1) Pursuant to a reclassification exemption under Rule 16b-7, certain options to purchase Trizec voting shares held by the reporting person were exchanged for options to purchase shares of t one-for-one basis.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Richard W. Ma

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\*\*Signature of Re

Note: File three copies of this Form, one of which must be manually signed.  
If space provided 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