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LANIER ELIZABETH Form 4 June 10, 2002

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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 19 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 Rep	porting Person*	2.Issuer Name and Ticker or Trading Symbol						
Lanier Elizabeth	h K.	TRIZEC	CRIZEC PROPERTIES, INC. (TRZ)					
 (Last) (First) 		Number o	f Reporting if an entity				 X Of (gi 	
c/o Trizec Properties, 1 1114 Avenue of the Amer:			(Voluntary) May 2002 May 2					
 (Street) 					ndment, Date al (Month/Ye	e of		
 New York New Yord 	k 10036	 		 			X F Fo Re	
(City) (State)	(Zip)	 TABLE	I - Non-Deri	vative Sec	curities Acc	quire	d, Disp	
(Instr. 3)	action Code (Instr. 8)	Disposed o (Instr. 3,	4 and 5) Ben Own			curities neficial ned at E		
 	 Co 		 Amount 	(A)	 Price 		th str. 3	
No securities beneficially owned 		 	 		 			
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Reminder: Report on a separate line for each class of securities owned directly or indirectly. *If the form is filed by more than one reporting person, see Instruction 4(b)(v)

> Potential persons who are to respond to the col Information contained in this form are not requ

FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)

D	Perivative Security (Instr. 3)	Exercise Price of Deriva-	Trans- action Date (Month/ Day/		tion e	Securit: Acquired Disposed	ive	Exercisable and Expiration Date		7.Title and Amount of Underlying Securities (Instr. 3 and 4)	
		 	 	 Code	 V	 (A)	(D)	Exercis-	-	Title	Amount or Number of Shares
S C [b	Stock Option Tright to Ouy]	 	 05/08/02 	J(1) 	V	65,000 	 	 04/08/03 		Common Stock 	65,000
E S C	Employee Stock Option Fright to	1	 05/08/02 	 J(1) 	 V 	 65,000 		 04/08/04 		 Common Stock 	 65,000
S C [Employee Stock Option right to ouy]	17.98 	 05/08/02 		V	65,000 	 	 04/08/05 		Common Stock 	65,000
 		 	 	 	 	 	 	[[

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Explanation of Responses:

- 1) Pursuant to reclassification exemption under Rule 16b-7, certain options to purchase Trizec H shares held by the reporting person were exchanged for options to purchase shares of the Issu 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/Elizabeth K. I

**Signature of

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 required to respond unless the form displays a currently valid OMB Number

Page 2