

FS&CO INTERNATIONAL LP
Form 4
December 15, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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. Name and Address of Reporting Person *
FS EQUITY PARTNERS
INTERNATIONAL L P

2. Issuer Name and Ticker or Trading Symbol
CB RICHARD ELLIS GROUP INC
[CBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PAGET-BROWN &
COMPANY, LTD., WEST WINDS
BUILDING, THIRD FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2004

____ Director
____ Officer (give title below) Other (specify below)
See Footnote 3

(Street)
GRAND CAYMAN, E9

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/13/2004 | | S | | 145,794 | D | \$ 26.88 |
| | | | | | 107,391 | D | (2) (3) |

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

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SEC 1474
(9-02)

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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) | 3A. Deemed Execution Date, if any (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 Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| FS EQUITY PARTNERS INTERNATIONAL L P C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9 | | | | See Footnote 3 |
| FS&CO INTERNATIONAL LP C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9 | | | | See Footnote 3 |
| FS INTERNATIONAL HOLDINGS LTD C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9 | | | | See Footnote 3 |

Signatures

/s/ William M. Wardlaw, Vice President, on behalf of FS International Holdings Limited, the sole general partner of FS&Co. International, L.P., the sole general partner of FS Equity Partners International, L.P. 12/15/2004

__Signature of Reporting Person Date

/s/ William M. Wardlaw, Vice President, on behalf of FS International Holdings Limited, the sole general partner of FS&Co. International, L.P. 12/15/2004

__Signature of Reporting Person Date

/s/ William M. Wardlaw, Vice President, on behalf of FS International Holdings Limited 12/15/2004

__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).

This Form 4 is being filed by more than one reporting person. FS Equity Partners International, L.P., a Delaware limited partnership (the "Partnership"), is the record owner of the Class A common stock (the "Common Stock") listed above. FS&Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS International Holdings Limited, a Cayman Islands exempted company limited by shares ("FS International Holdings"), is the sole general partner of the General Partner. Each of the General Partner and FS International Holdings disclaim beneficial ownership of the Common Stock except to the extent of their pecuniary interest therein.

(1) Bradford M. Freeman is a director of CB Richard Ellis Group, Inc. Mr. Freeman is a director, officer and shareholder of the Partnership, the General Partner and FS International Holdings. Mr. Freeman disclaims beneficial ownership of the Common Stock beneficially owned by the Partnership, the General Partner and FS International Holdings except to the extent of his individual indirect pecuniary interests therein.

(2) The reporting persons may be members of a Section 13(d) group that owns more than 10% of the Issuer's outstanding common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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