

FREEMAN BRADFORD M

Form 4

March 08, 2005

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FREEMAN BRADFORD M

(Last) (First) (Middle)

C/O FREEMAN SPOGLI &
CO., 11100 SANTA MONICA
BOULEVARD, SUITE 1900

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CB RICHARD ELLIS GROUP INC
[CBG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock	03/07/2005		S		1,348,972	D \$ 36.1	1,490,027	I	By FS Equity Partners III, L.P. <u>(1)</u> <u>(3)</u>
Class A Common Stock	03/07/2005		S		51,028	D \$ 36.1	56,363	I	By FS Equity Partners International L.P. <u>(2)</u> <u>(3)</u>
Class A Common Stock							2,000	D	

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

FREEMAN BRADFORD M
C/O FREEMAN SPOGLI & CO.
11100 SANTA MONICA BOULEVARD, SUITE 1900
LOS ANGELES, CA 90025

X

Signatures

/s/ Bradford M.
Freeman 03/08/2005

__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) These shares of issuer Class A Common Stock (the "FSEP III Common Stock") are owned of record by FS Equity Partners III, L.P., a Delaware limited partnership ("FSEP III"). FS Capital Partners, L.P., a California limited partnership ("FSCP"), is the sole general partner of FSEP III. FS Holdings, Inc., a California corporation ("Holdings Corp."), is the sole general partner of FSCP. Mr. Freeman is a director, officer and shareholder of FSEP III, FSCP and Holdings Corp. Mr. Freeman disclaims beneficial ownership of the FSEP III Common Stock beneficially owned by FSEP III, FSCP and Holdings Corp., except to the extent of his individual pecuniary interest therein.

(2)

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These shares of issuer Class A Common Stock (the "FSEP Intl. Common Stock") are owned of record by FS Equity Partners International, L.P., a Delaware limited partnership ("FSEP Intl."). FS&Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of FSEP Intl. FS International Holdings Limited, a Cayman Islands exempted company limited by shares ("FS Intl. Holdings") is the sole general partner of the General Partner. Mr. Freeman is a director, officer and shareholder of FSEP Intl., the General Partner and FS Intl. Holdings. Mr. Freeman disclaims beneficial ownership of the FSEP Intl. Common Stock beneficially owned by FSEP Intl., the General Partner and FS Intl. Holdings, except to the extent of his individual pecuniary interest therein.

- (3) The inclusion of these issuer securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.