

TRAMMELL CROW CO
Form 4
August 21, 2006

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 *
BELCHER E STEVENSON

2. Issuer Name and Ticker or Trading Symbol
TRAMMELL CROW CO [TCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2001 ROSS AVENUE, SUITE 3400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Regional Director, Global Serv

DALLAS, TX 75201

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 (D) Price			
Common Stock	08/09/2006		A	8,553 A \$ 0	59,871 ⁽¹⁾	D	
Common Stock					50,305 ⁽²⁾	I	By Belcher Family Living Trust

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

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.9					05/24/2003 ⁽³⁾ 05/24/2009	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 11.44					03/08/2001 ⁽⁴⁾ 03/08/2010	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 10.2					05/25/2002 ⁽⁵⁾ 05/25/2008	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELCHER E STEVENSON 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201			Regional Director, Global Serv	

Signatures

/s/ E. Stevenson
Belcher

08/20/2006

**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).

- Includes 51,042 shares of restricted stock, with 20,000 shares vesting on 3/5/2007, 20,000 shares vesting on 3/5/2008, and 11,042 shares vesting on 5/18/2009. Also includes a restricted stock award of 8,553 shares, with 4,277 shares vesting on May 17, 2009 and 4,276 shares vesting on May 17, 2010, but only if the Issuer has positive net income for the period commencing July 1, 2006 and ending December 31, 2006. Also includes 276 shares acquired under the Issuer's Employee Stock Purchase Plan.
- (1) Includes 51,042 shares of restricted stock, with 20,000 shares vesting on 3/5/2007, 20,000 shares vesting on 3/5/2008, and 11,042 shares vesting on 5/18/2009. Also includes a restricted stock award of 8,553 shares, with 4,277 shares vesting on May 17, 2009 and 4,276 shares vesting on May 17, 2010, but only if the Issuer has positive net income for the period commencing July 1, 2006 and ending December 31, 2006. Also includes 276 shares acquired under the Issuer's Employee Stock Purchase Plan.
 - (2) Comprised or composed of 50,305 shares transferred by the reporting person to a revocable trust for the benefit of the reporting person's family.
 - (3) The options vest in four equal annual installments beginning 5/24/2003.
 - (4) The options vested in four equal annual installments beginning 3/8/2001.
 - (5) The options vested in four equal annual installments beginning 5/25/2002.

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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