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FREEMAN BRADFORD M

Form 4

December 15, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

CB RICHARD ELLIS GROUP INC

(Check all applicable)

[CBG]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year)

12/13/2004

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

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

LOS ANGELES, CA 90025

(State)

(Zip)

(City)

(- 3)	()	Table 1 - 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 a common Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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)		
Class A Common Stock	12/13/2004		S	3,854,206	` ′	\$ 26.88	2,838,999	I	By FS Equity Partners III, L.P. (1) (3)		
Class A Common Stock	12/13/2004		S	145,794	D	\$ 26.88	107,391	I	By FS Equity Partners International L.P. (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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date	Expiration le Date	Title Number of	mber	
						Exercisable			illoci	
				Code V	(A) (D)			Sha	ares	

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



Signatures

/s/ Bradford M. Freeman 12/15/2004

**Signature of Reporting Date
Person

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).

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) 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

Reporting Owners 2

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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.