

TRAMMELL CROW CO
Form 4/A
March 06, 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 *
LAFITTE MICHAEL J

(Last) (First) (Middle)

2001 ROSS AVENUE, SUITE 3400

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
02/27/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Global Serv.Group

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2006		F ⁽²⁾		5,614 ⁽⁴⁾	D	\$ 32.28 159,664 ⁽¹⁾ ⁽⁵⁾ D
Common Stock	02/24/2006		S ⁽³⁾		2,000	D	\$ 32 157,664 ⁽¹⁾ ⁽⁵⁾ D
Common Stock	02/24/2006		S ⁽³⁾		400	D	\$ 32.01 157,264 ⁽¹⁾ ⁽⁵⁾ D
Common Stock	02/24/2006		S ⁽³⁾		400	D	\$ 32.02 156,864 ⁽¹⁾ ⁽⁵⁾ D
Common Stock	02/24/2006		S ⁽³⁾		300	D	\$ 32.03 156,564 ⁽¹⁾ ⁽⁵⁾ D

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Common Stock	02/24/2006	<u>S</u> ⁽³⁾	2,100	D	\$ 32.05	154,464	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	500	D	\$ 32.06	153,964	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	300	D	\$ 32.08	153,664	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	1,400	D	\$ 32.1	152,264	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	100	D	\$ 32.11	152,164	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	300	D	\$ 32.12	151,864	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	500	D	\$ 32.14	151,364	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	100	D	\$ 32.32	151,264	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	1,400	D	\$ 32.35	149,864	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	1,700	D	\$ 32.36	148,164	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	90	D	\$ 32.38	148,074	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	800	D	\$ 32.39	147,274	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	6,600	D	\$ 32.4	140,674	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	300	D	\$ 32.41	140,374	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	500	D	\$ 32.42	139,874	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	1,100	D	\$ 32.43	138,774	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	400	D	\$ 32.44	138,374	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	2,400	D	\$ 32.45	135,974	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	400	D	\$ 32.46	135,574	<u>(1)</u> <u>(5)</u>	D
Common Stock	02/24/2006	<u>S</u> ⁽³⁾	200	D	\$ 32.47	135,374	<u>(1)</u> <u>(5)</u>	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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(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
				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
LAFITTE MICHAEL J 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201			President, Global Serv.Group	

Signatures

/s/ Michael J.
Lafitte 03/06/2006

**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).
- (1) Includes 564 shares acquired under the Issuer's Employee Stock Purchase Plan, 60,000 shares of restricted stock, with 20,000 shares vesting on 3/5/2006, 20,000 shares vesting on 3/5/2007, and 20,000 shares vesting on 3/5/2008, and a restricted stock award granted on 5/18/2005 of 26,502 shares vesting on 5/18/2009.
 - (2) The shares were withheld by the Issuer to satisfy the tax withholding obligation incident to the exercise of options on 2/24/2006 (as described in Table II) that were issued in accordance with Rule 16b-3.
 - (3) The shares were sold in connection with a broker assisted cashless exercise of options.

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(4) A previous filing dated February 27, 2006 disclosed that 96 additional shares were withheld to satisfy the tax withholding obligation incident to the exercise of options on February 24, 2006. The Issuer recently identified a clerical mistake in calculating this tax withholding obligation and has voided the withholding of 96 shares, such that this number reflects the voiding of 96 shares.

(5) A previous filing dated February 27, 2006 disclosed that 96 fewer shares were held. The Issuer recently identified a clerical mistake in calculating the tax withholding obligation incident to the exercise of options on February 24, 2006 and has voided the withholding of 96 shares, such that this number reflects the voiding of the withholding of 96 shares.

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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