

TRAMMELL CROW CO
Form 4
May 20, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCLAIN DEREK R

(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)
05/18/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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
Common Stock	05/18/2005		A		15,459	A	\$ 0
Common Stock					126,062 ⁽¹⁾	D	
Common Stock					160	I	By IRA
Common Stock					4,826.0641 ⁽²⁾	I	By 401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 13.9					05/24/2003 ⁽³⁾	05/24/2009	Common Stock		57,500
Stock Option (right to buy)	\$ 10.47					06/26/2002 ⁽⁴⁾	06/26/2008	Common Stock		10,000
Stock Option (right to buy)	\$ 10.2					05/25/2002 ⁽⁵⁾	05/25/2008	Common Stock		60,000
Stock Option (right to buy)	\$ 11.438					03/08/2003 ⁽⁶⁾	03/08/2010	Common Stock		15,000
Stock Option (right to buy)	\$ 11.438					03/08/2001 ⁽⁷⁾	03/08/2010	Common Stock		25,000
Stock Option (right to buy)	\$ 17.438					05/05/2000 ⁽⁸⁾	05/05/2009	Common Stock		9,005
Stock Option (right to buy)	\$ 18.063					02/18/2000 ⁽⁹⁾	02/18/2009	Common Stock		15,149
	\$ 26.625					01/31/1999 ⁽¹⁰⁾	01/31/2008			13,143

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCLAIN DEREK R 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201	CFO

Signatures

/s/ Derek R. 05/19/2005
McClain

**Signature of Date
Reporting 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).
- (1) Includes 2995 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 15,459 shares vesting on 3/5/2009.
- (2) Includes 339.1552 shares acquired between March 5, 2005 and May 18, 2005 under the Issuer's 401(k) plan.
- (3) The options vest in four equal annual installments beginning 5/24/2003.
- (4) The options vest in four equal annual installments beginning 6/26/2002.
- (5) The options vest in four equal annual installments beginning 5/25/2002.
- (6) The options vest in three equal annual installments beginning 3/8/2003.
- (7) The options vested in four equal annual installments beginning 3/8/2001.
- (8) The options vested in four equal annual installments beginning 5/5/2000.
- (9) The options vested in three equal annual installments beginning 2/18/2000.
- (10) The options vested in three equal annual installments beginning 1/31/1999.

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.