

ROTH TERRY CHRISTOPHER
Form 4
May 11, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
ROTH TERRY CHRISTOPHER

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Dev. & Invest.-E.Op

(Street)
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

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 (A) or (D) Price | | |
| Common Stock | 05/09/2005 | | S | | 100 D \$ 22.34 | 154,576 ⁽¹⁾ | D |
| Common Stock | 05/09/2005 | | S | | 2,400 D \$ 22.3 | 152,176 ⁽¹⁾ | D |
| Common Stock | 05/09/2005 | | S | | 2,500 D \$ 22.2 | 149,676 ⁽¹⁾ | D |
| Common Stock | 05/09/2005 | | S | | 2,500 D \$ 22.15 | 147,176 ⁽¹⁾ | D |
| Common Stock | 05/09/2005 | | S | | 300 D \$ 22.01 | 146,876 ⁽¹⁾ | D |

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Common Stock 05/09/2005 S 2,200 D \$ 22 144,676 ⁽¹⁾ D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 13.9 | | | | | 05/24/2003 ⁽²⁾ 05/24/2009 | Common Stock | 57,500 |
| Stock Option (right to buy) | \$ 10.2 | | | | | 05/25/2002 ⁽³⁾ 05/25/2008 | Common Stock | 70,000 |
| Stock Option (right to buy) | \$ 11.44 | | | | | 03/08/2001 ⁽⁴⁾ 03/08/2010 | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 17.88 | | | | | 05/18/2002 ⁽⁵⁾ 05/18/2009 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 17.44 | | | | | 05/05/2000 ⁽⁶⁾ 05/05/2009 | Common Stock | 13,147 |
| Stock Option | \$ 18.06 | | | | | 02/18/2000 ⁽⁷⁾ 02/18/2009 | Common Stock | 9,223 |

(right to buy)

| | | | | | |
|-----------------------------|---------|------------|------------|--------------|--------|
| Stock Option (right to buy) | \$ 17.5 | 11/24/1998 | 11/24/2007 | Common Stock | 23,656 |
|-----------------------------|---------|------------|------------|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROTH TERRY CHRISTOPHER 2001 ROSS AVENUE SUITE 3400 DALLAS, TX 75201 | | | President, Dev. & Invest.-E.Op | |

Signatures

/s/ J. Christopher Kirk, by power of attorney 05/11/2005

__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) Includes 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.
- (2) The options vest in four equal annual installments beginning 5/24/2003.
- (3) The options vest in four equal annual installments beginning 5/25/2002.
- (4) The options vested in four equal annual installments beginning 3/8/2001.
- (5) The options vested in three equal annual installments beginning 5/18/2002.
- (6) The options vested in four equal annual installments beginning 5/5/2000.
- (7) The options vested in three equal annual installments beginning 2/18/2000.

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.