

MOCZULSKI KENNETH S

Form 4

January 11, 2007

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 *
MOCZULSKI KENNETH S

2. Issuer Name **and** Ticker or Trading
 Symbol
**CRESCENT REAL ESTATE
 EQUITIES CO [CEI]**

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
777 MAIN STREET, SUITE 2100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
01/09/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Managing Director, Investments

FORT WORTH, TX 76102

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units of limited partnership of Operating Partnership (1)	\$ 19.449 (2)	01/09/2007		M(3)			40,000		12/01/2006	06/30/2010	Common Shares	80,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOCZULSKI KENNETH S 777 MAIN STREET SUITE 2100 FORT WORTH, TX 76102			Managing Director, Investments	

Signatures

David M. Dean, as Attorney-in-Fact on behalf of Reporting Person

01/11/2007

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) Crescent Real Estate Equities Limited Partnership ("Operating Partnership")

(2) Average of the New York Stock Exchange ("NYSE") Closing Price for Crescent Real Estate Equities Company (the "Company") Common Shares for the 10 consecutive trading days immediately preceding the Exercise Date

On this date, the Reporting Person elected to redeem 40,000 Units, which represents a portion of Units granted pursuant to the 2004 Crescent Real Estate Equities Limited Partnership Long-Term Incentive Plan. Of the initial grant of Units, 20% of Units vest when trailing 40 trading day closing sale price average ("Average Close") equals or exceeds \$19; additional 20%, when Average Close equals or exceeds \$20; additional 20%, when Average Close equals or exceeds \$21; additional 20%, when Average Close equals or exceeds \$22.50; and final 20%, when Average Close equals or exceeds \$24. Of the initial grant of Units, 17,000, 17,000, and 17,000 Units became fully vested on August 3, 2005, November 25, 2005 and March 10, 2006, respectively, and became exercisable on December 1, 2006. Upon Redemption, the Reporting Person received cash in lieu of Common 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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