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JONES LANG LASALLE INC
Form S-8
June 30, 2004

As filed with the Securities and Exchange Commission on June 30, 2004
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

JONES LANG LASALLE INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State of Incorporation)

36-4150422

(IRS Employer Identification No.)

200 East Randolph Drive
Chicago Illinois 60601

(Address of Principal Executive Offices)

JONES LANG LASALLE INCORPORATED
EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plan)

Mark J. Ohringer, Esq.
Executive Vice President, Global General Counsel
and Corporate Secretary
Jones Lang LaSalle Incorporated
200 East Randolph Drive
Chicago, Illinois 60601
(312) 782-5800

(Name, Address and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:
Robert P. Flanagan, Esq.
Jennifer A. Kraft, Esq.

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Seyfarth Shaw
55 East Monroe Street
Chicago, IL 60603
(312) 346-8000

1

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------------|--|---|----------------------------------|
| Common Stock, Par value \$.01 per share | 750,000 | \$27.24 (1) | \$27.24 (1) | \$2,660.70 |

(1) Estimated solely for the purpose of calculating the registration fee and computed pursuant to Rule 457(c) and (h) under the Securities Act, the maximum offering price per unit and the registration fee are based on the reported average of the high and low sale prices of Jones Lang LaSalle Incorporated Common Stock on the New York Stock Exchange on June 29, 2004.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Prior to May 27, 2004, the board of directors of Jones Lang LaSalle Incorporated, a Maryland corporation (the "Registrant") approved, and recommended for approval by the shareholders of, an amendment to the Jones Lang LaSalle Incorporated Employee Stock Purchase Plan (the "Plan"), increasing the number of shares of Common Stock that can be sold under the Plan from 1,000,000 to 1,750,000. The Registrant's stockholders approved the increase at the Annual Meeting of Shareholders on May 27, 2004. The Registrant duly amended the Plan accordingly effective May 28, 2004.

Pursuant to General Instruction E of the instruction to Form S-8, the Registrant hereby incorporates by reference the contents of the previous Registration Statements filed by the Registrant on Form S-8 related to the Plan (Registration Nos. 333-42193 and 333-50720).

ITEM 8. EXHIBITS.

Pursuant to General Instruction E of the instruction to Form S-8, the Registrant hereby incorporates by reference the exhibits of the previous Registration Statements filed by the Registrant on Form S-8 related to the Plan (Registration Nos. 333-42193 and 333-50720). The following exhibits are filed as part of this Registration Statement:

| No: | Exhibit: |
|-----|----------|
| -- | ----- |

| | |
|-----|---|
| 4.1 | Fourth Amendment to the Jones Lang LaSalle Incorporated |
|-----|---|

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Employee Stock Purchase Plan

- 5.1 Opinion of Mark J. Ohringer, Esq.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Legal Counsel (included in the Opinion of Mark J. Ohringer, Esq., Exhibit 5.1).
- 24 Power of Attorney (included on the signature page hereto).

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 30, 2004.

JONES LANG LASALLE INCORPORATED
(Registrant)

By: /s/ Lauralee E. Martin

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Lauralee E. Martin
 Executive Vice President and
 Chief Financial Officer
 (Principle Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below severally appoints Stuart L. Scott, Lauralee E. Martin, Nicholas J. Willmott and Mark J. Ohringer, and each of them singly, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|---|--|---------------|
| /s/ Stuart L. Scott ----- Stuart L. Scott | President, Chief Executive Officer and Director (Principal Executive Officer) | June 24, 2004 |
| /s/ Lauralee E. Martin ----- Lauralee E. Martin | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 30, 2004 |
| /s/ Nicholas J. Willmott ----- Nicholas J. Willmott | Executive Vice President and Global Controller (Principal Accounting Officer) | June 30, 2004 |

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|--------------------|----------------|--------------|
|--------------------|----------------|--------------|

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| | | |
|---|----------|---------------|
| ----- Henri-Claude de Bettignies | Director | |
| /s/ Darryl Hartley-Leonard ----- Darryl Hartley-Leonard | Director | June 24, 2004 |
| /s/ Sir Derek Higgs ----- Sir Derek Higgs | Director | June 28, 2004 |
| /s/ Sheila A. Penrose ----- Sheila A. Penrose | Director | June 24, 2004 |
| /s/ Jackson P. Tai ----- Jackson P. Tai | Director | June 28, 2004 |
| /s/ Thomas C. Theobald ----- Thomas C. Theobald | Director | June 28, 2004 |

