

LAFITTE MICHAEL J
Form 4/A
January 09, 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)
08/22/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
08/24/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/22/2005 | | F ⁽²⁾ | V | 8,744 <u>(4)</u> | D | |
| | | | | | \$ 25.99 | | |
| | | | | | 166,421 ⁽¹⁾ <u>(5)</u> | D | |
| Common Stock | 08/22/2005 | | S ⁽³⁾ | | 11,000 | D | |
| | | | | | \$ 25.75 | | |
| | | | | | 155,421 ⁽¹⁾ <u>(5)</u> | D | |
| Common Stock | 08/22/2005 | | S ⁽³⁾ | | 900 | D | |
| | | | | | \$ 25.76 | | |
| | | | | | 154,521 ⁽¹⁾ <u>(5)</u> | D | |
| Common Stock | 08/22/2005 | | S ⁽³⁾ | | 1,200 | D | |
| | | | | | \$ 25.77 | | |
| | | | | | 153,321 ⁽¹⁾ <u>(5)</u> | D | |
| Common Stock | 08/22/2005 | | S ⁽³⁾ | | 1,900 | D | |
| | | | | | \$ 25.78 | | |
| | | | | | 151,421 ⁽¹⁾ <u>(5)</u> | D | |

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| | | | | | | | |
|--------------|------------|--------------|-------|---|----------|--------------------------------------|---|
| Common Stock | 08/22/2005 | <u>S</u> (3) | 100 | D | \$ 25.83 | 151,321 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/22/2005 | <u>S</u> (3) | 100 | D | \$ 25.88 | 151,221 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/22/2005 | <u>S</u> (3) | 600 | D | \$ 25.89 | 150,621 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/22/2005 | <u>S</u> (3) | 243 | D | \$ 25.92 | 150,378 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 300 | D | \$ 25.5 | 150,078 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 100 | D | \$ 25.51 | 149,978 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 1,500 | D | \$ 25.53 | 148,478 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 700 | D | \$ 25.54 | 147,778 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 900 | D | \$ 25.56 | 146,878 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 600 | D | \$ 25.57 | 146,278 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 200 | D | \$ 25.58 | 146,078 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 800 | D | \$ 25.59 | 145,278 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 400 | D | \$ 25.6 | 144,878 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 500 | D | \$ 25.75 | 144,378 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 200 | D | \$ 25.76 | 144,178 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 700 | D | \$ 25.77 | 143,478 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 400 | D | \$ 25.78 | 143,078 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 700 | D | \$ 25.79 | 142,378 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/23/2005 | <u>S</u> (3) | 1,700 | D | \$ 25.8 | 140,678 ⁽¹⁾ <u>(5)</u> | D |
| Common Stock | 08/24/2005 | <u>S</u> (3) | 100 | D | \$ 25.55 | 140,578 ⁽¹⁾ <u>(5)</u> | D |
| | 08/24/2005 | <u>S</u> (3) | 3,300 | D | | | D |

| | | | | | | | |
|--------------|------------|------------------|-------|---|---------------------------|--|---|
| Common Stock | | | | | \$ 137,278 ⁽¹⁾ | | |
| | | | | | 25.72 ⁽⁵⁾ | | |
| Common Stock | 08/24/2005 | S ⁽³⁾ | 700 | D | \$ 136,578 ⁽¹⁾ | | D |
| | | | | | 25.78 ⁽⁵⁾ | | |
| Common Stock | 08/24/2005 | S ⁽³⁾ | 1,300 | D | \$ 135,278 ⁽¹⁾ | | D |
| | | | | | 25.79 ⁽⁵⁾ | | |

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 number.

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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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ J. Christopher Kirk, by power of attorney

01/09/2006

 **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).
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.
- (1) The shares were withheld by the Issuer to satisfy the tax withholding obligation incident to the exercise of options on 8/22/2005 that were issued in accordance with Rule 16b-3.
- (2) The shares were sold in connection with a broker assisted cashless exercise of options.
A previous filing dated August 24, 2005 disclosed that 113 additional shares were withheld to satisfy the tax withholding obligation incident to the exercise of options on 8/22/05. The Issuer recently identified a clerical mistake in calculating this tax withholding obligation and has voided the withholding of 113 shares, such that this number reflects the voiding of the withholding of 113 shares.
- (3) The shares were sold in connection with a broker assisted cashless exercise of options.
A previous filing dated August 24, 2005 disclosed that 113 fewer shares were held. The Issuer recently identified a clerical mistake in calculating the tax withholding obligation incident to the exercise of options on 8/22/05 and has voided the withholding of 113 shares, such that this number reflects the voiding of the withholding of 113 shares.
- (4) calculating the tax withholding obligation incident to the exercise of options on 8/22/05 and has voided the withholding of 113 shares, such that this number reflects the voiding of the withholding of 113 shares.

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.