

FREEMAN BRADFORD M
Form 4
March 08, 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 *
FREEMAN BRADFORD M

2. Issuer Name and Ticker or Trading Symbol
CB RICHARD ELLIS GROUP INC
[CBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2005

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

C/O FREEMAN SPOGLI & CO., 11100 SANTA MONICA BOULEVARD, SUITE 1900

(Street)

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

LOS ANGELES, CA 90025

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Class A Common Stock	03/07/2005		S	1,348,972	D	\$ 36.1	1,490,027	I	By FS Equity Partners III, L.P. (1) (3)
Class A Common Stock	03/07/2005		S	51,028	D	\$ 36.1	56,363	I	By FS Equity Partners International L.P. (2) (3)
Class A Common Stock							2,000	D	

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These shares of issuer Class A Common Stock (the "FSEP Intl. Common Stock") are owned of record by FS Equity Partners International, L.P., a Delaware limited partnership ("FSEP Intl."). FS&Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of FSEP Intl. FS International Holdings Limited, a Cayman Islands exempted company limited by shares ("FS Intl. Holdings") is the sole general partner of the General Partner. Mr. Freeman is a director, officer and shareholder of FSEP Intl., the General Partner and FS Intl. Holdings. Mr. Freeman disclaims beneficial ownership of the FSEP Intl. Common Stock beneficially owned by FSEP Intl., the General Partner and FS Intl. Holdings, except to the extent of his individual pecuniary interest therein.

- (3) The inclusion of these issuer securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.