

Frese Calvin W Jr
 Form 4/A
 November 14, 2005

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 *
 Frese Calvin W Jr

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)
 311 SOUTH WACKER DRIVE, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, Americas

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/03/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 09/30/2005 | | M | | 20,503 (1) \$ 5.77 | A | D |
| Class A Common Stock | 09/30/2005 | | M | | 4,497 (1) \$ 5.77 | A | D |
| Class A Common Stock | 09/30/2005 | | S | | 4,497 (1) \$ 50 | D | D |
| Class A Common Stock | 09/30/2005 | | S | | 15,000 \$ 50 | D | D |

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| | | | | | | | |
|----------------------|------------|---|--------|------------|---|-------|----------|
| Common Stock | | | | <u>(1)</u> | | | |
| Class A Common Stock | 09/30/2005 | S | 20,503 | <u>(1)</u> | D | \$ 50 | 31,087 D |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 5.77 | 09/30/2005 | | M | 4,497 <u>(1)</u> | <u>(2)</u> 05/31/2012 | Class A Common Stock | 4,497 |
| Stock Option (Right to Buy) | \$ 5.77 | 09/30/2005 | | M | 20,503 <u>(1)</u> | <u>(3)</u> 07/20/2011 | Class A Common Stock | 20,503 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Frese Calvin W Jr 311 SOUTH WACKER DRIVE SUITE 400 CHICAGO, IL 60606 | | | President, Americas | |

Signatures

Brian D. McAllister,
Attorney-In-Fact

11/14/2005

__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) The transaction reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 22, 2005.
- (2) This option vests and becomes exercisable at a rate of 20% per year over five (5) years commencing on May 31, 2002.
- (3) This option vests and becomes exercisable at a rate of 20% per year over five (5) years commencing on July 20, 2001.

Remarks:

This amendment is being filed to restate the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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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