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TRIZEC PROPERTIES INC

Form 4 March 05, 2003

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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

					me and Tic		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Echt Jeffrey D. (Last) (First) (Middle) c/o Trizec Properties, Inc. 233 South Wacker Drive				orting	ntification g Person, (voluntary)	Numbe	Mo	Statement for onth/Day/Year 04/03	Director 10% Owner \(\begin{align*} \lefta & \text{itle below} \\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			
(Street) Chicago IL 60606								if Amendment, te of Original onth/Day/Year)	and Treasury, 7. Individual or (Check Applica X Form filed by Person Form filed by	n filed by More than One		
(Cit	(City) (State) (Zip)			[ahle	I Non-I	Derivat	ive Sec	Reporting Person Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date,	3. Trans-4. Securities Acquir action Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 & 5)		iired	5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial				
	Year)	(Month/Day/ Year)	Code	v	Amount	or (D)	FIICE	ing Reported Transactions(s) (Instr. 3 & 4)	(Instr. 4)	(Instr. 4)		

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

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(e.g., puts, calls, warrants, options, convertible securities)

	2. Conver-	3.		4.	5. Numb		6. Date Exerc		7. Title an	ıd			10.	11. Natur
Derivative	sion or	Trans-	Deemed	Trans-	of		and Expiratio	n	Amount o	f	Derivative	Derivative	Owner-	of Indirec
Security	Exercise	action	Execution	action	Derivati	ve	Date		Underlyin	g	Security	Securities	ship	Beneficia
	Price of	Date	Date,	Code	Securitie	es	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownershi
(Instr. 3)	Derivative		if any		Acquire		Year)		(Instr. 3 &	(4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	(A) or					-		Following	ative	
		Day/	Day/	8)	Dispose	d of							Security:	
		Year)	Year)	ļ [*]	(D)								Direct	
					ľ							(Instr. 4)	(D)	
					(Instr. 3,	4						(111501. 7)	or	
					& 5)								Indirect	
				Code V	1	(D)	Date	Evenino	Title	Amount	1		(I)	
				Code	(A)			Expira-	Title				(Instr. 4)	
								tion		or			(
								Date		Number				
										of Cl				
					1					Shares				
Employee														
Stock	Φ0.61	2/4/02			00.000		(4)	2/4/12	Common	00 000		00.000		
	\$8.61	3/4/03		A	90,000		(1)		Stock	90,000		90,000	D	
(right to														
buy)														
				\vdash	 									
				\vdash	 									
	<u> </u>	<u> </u>												

Explanation of Responses:

By: /s/	Jeffrey D. Echt	March 5, 2003
		Date
ded G	CD . D	

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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⁽¹⁾ The option vests in three equal annual installments beginning on March 4, 2004, the first anniversary of the date of grant.

^{**}Signature of Reporting Person

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).