

TRIZEC PROPERTIES INC

Form 8-K

September 12, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 12, 2006**

**TRIZEC PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-16765**  
(Commission  
File Number)

**33-0387846**  
(I.R.S. Employer  
Identification Number)

**10 S. Riverside Plaza, Suite 1100, Chicago IL**  
(Address of principal executive offices)

**60606**  
(Zip Code)

Registrant's telephone number, including area code:

**(312) 798-6000**

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01. Other Events**

On September 12, 2006, Trizec Properties, Inc. (the Company ) issued a press release announcing that its common stockholders voted to approve the previously announced merger agreement, dated as of June 5, 2006, as amended, that the Company and Trizec Holdings Operating LLC, its subsidiary, entered into with Trizec Canada Inc. and affiliates of Brookfield Properties Corporation pursuant to which the Company would merge with an affiliate of Brookfield Properties Corporation. Brookfield Properties Corporation is joined in this acquisition by The Blackstone Group.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

**Exhibit  
Number**

**Description**

99.1	Press Release dated September 12, 2006 issued by Trizec Properties, Inc.
------	--

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TRIZEC PROPERTIES, INC.**

Date: September 12, 2006

By: /s/ Timothy H. Callahan  
Timothy H. Callahan  
President and Chief Executive Officer

---

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1	Press Release dated September 12, 2006 issued by Trizec Properties, Inc.
------	--