

CRESCENT REAL ESTATE EQUITIES CO

Form 4

August 21, 2007

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 *
Albright John P

2. Issuer Name and Ticker or Trading Symbol
CRESCENT REAL ESTATE EQUITIES CO [CEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 MAIN STREET, SUITE 2100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Managing Director, Investments

FORT WORTH, TX 76102

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

(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)		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)	Amount			
Common Shares	08/03/2007		D	V	865	\$ 0	0 ⁽¹⁾	D ⁽¹⁾
Common Shares	08/03/2007		D	V	1,817	\$ 0	0	I By 401(k) Plan ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 35.1	08/03/2007		D	30,233	<u>(4)</u>	01/21/2014	Common Shares	60,4
Units of limited partnership of Operating Partnership <u>(3)</u>	<u>(5)</u>	08/03/2007		D	10,500	<u>(6)</u>	06/30/2010 ⁽⁷⁾	Common Shares	21,0
Units of limited partnership of Operating Partnership <u>(3)</u>	<u>(8)</u>	08/03/2007		D	15,000	<u>(9)</u>	06/30/2010 ⁽⁷⁾	Common Shares	30,0
Units of limited partnership of Operating Partnership <u>(3)</u>	<u>(10)</u>	08/03/2007		D	35,000	<u>(11)</u>	06/30/2010 ⁽⁷⁾	Common Shares	70,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Albright John P
777 MAIN STREET
SUITE 2100
FORT WORTH, TX 76102

Managing Director, Investments

Signatures

David M. Dean, as Attorney-in-Fact on behalf of Reporting Person

08/21/2007

__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) Includes 569 shares acquired under Issuers Employee Stock Purchase Plan.
- (2) Information based on most recent available plan statement of Crescent Real Estate Equities, Ltd. 401(k) plan.
- (3) Crescent Real Estate Equities Limited Partnership ("Operating Partnership")
Option granted January 1, 2004, by Operating Partnership to purchase units of limited partnership ("Units") of Operating Partnership.
- (4) Each unit exchangeable for two Common Shares of Issuer stock, subject to normal antidilution adjustments, or cash equivalents to market value of two Common Shares, at discretion of Issuer.
Beginning on second anniversary of date of grant, each vested Unit exchangeable for cash equivalent of market of two Common Shares of Issuer stock or, at discretion of Issuer, but subject to shareholder approval, for two Common Shares of Issuer stock, subject to normal antidilution adjustments.
- (5) Grant on December 1, 2004 by Operating Partnership pursuant 2004 Crescent Real Estate Equities Limited Partnership Long-Term Incentive Plan in transaction exempt under Rule 16b-3(d). 20% of Units vest when trailing 40 day trading day closing sale price average ("Average Close") equals or exceeds \$19; additional 20%, when Average Close equals or exceeds \$20; additional 20%, when Average Close equals or exceeds \$21; additional 20%, when Average Close equals or exceeds \$22.50; and final 20%, when Average Close equals or exceeds \$24. General Partner of Operating Partnership has discretionary authority to establish alternative vesting based on Issuer's achievement of annual performance targets as determined from time to time by the Compensation Committee of General Partner.
- (6) Applicable solely to unvested Units; not applicable to vested Units.
Beginning on second anniversary of date of grant, and subject to six month holding period following vesting, each vested Unit exchangeable for cash equivalent of market of two Common Shares of Issuer stock or, at discretion of Issuer, but subject to shareholder approval, for two Common Shares of Issuer stock, subject to normal antidilution adjustments.
- (7) Grant on May 16, 2005, by Operating Partnership pursuant to 2005 Crescent Real Estate Equities Limited Partnership Long-Term Incentive Plan in transaction exempt under Rule 16b-3(d). 20% of Units vest when the average of closing sale prices of a Common Share for preceding 40 trading days ("Average Close") equals or exceeds \$21; and additional 20%; when Average Close equals or exceeds \$22.50; and additional 20%; when Average Close equals or exceeds \$24; and additional 20%, when Average Close equals or exceeds \$25.50, and the final 20%, when Average Close equals or exceeds \$27. General Partner or Operating Partnership has discretionary authority to establish alternative vesting schedules based on Issuer's achievement of annual performance targets as determined from time to time by Compensation Committee of General Partner.
- (8) Beginning on second anniversary of date of grant, and subject to six month holding period following vesting, each vested Unit exchangeable for cash equivalent of market of two Common Shares of Issuer stock or, at discretion of Issuer, but subject to shareholder approval, for two Common Shares of Issuer stock, subject to normal antidilution adjustments.
- (9) Grant on March 1, 2007, by Operating Partnership pursuant to 2005 Crescent Real Estate Equities Limited Partnership Long-Term Incentive Plan in transaction exempt under Rule 16b-3(d). 40% of Units vest when the average of closing sale prices of a Common Share for preceding 40 trading days ("Average Close") equals or exceeds \$22.50; and additional 20%; when Average Close equals or exceeds \$24; and additional 20%, when Average Close equals or exceeds \$25.50, and the final 20%, when Average Close equals or exceeds \$27. General Partner or Operating Partnership has discretionary authority to establish alternative vesting schedules based on Issuer's achievement of annual performance targets as determined from time to time by Compensation Committee of General Partner.
- (10) In connection with the Agreement and Plan of Merger, pursuant to which Crescent Real Estate Equities Company and Crescent Real Estate Equities Limited Partnership were acquired by affiliates of Morgan Stanley Real Estate on August 3, 2007, holders of partnership Units (including unvested Units) received merger consideration of \$45.60 per Unit and \$22.80 per Common Share.
- (11)
- (12)

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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