

CARRAMERICA REALTY CORP

Form 4

July 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS WESLEY S JR

2. Issuer Name **and** Ticker or Trading
Symbol

**CARRAMERICA REALTY CORP
[CRE]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**LOCKHART COMPANIES, 44
ESTATE THOMAS**

(Street)

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

07/13/2006

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

ST. THOMAS, VI 00802

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/13/2006		D		11,200	D	\$ 44.75
					0	(1)	

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Filing Date	9. Date of Transaction
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 28.125	07/13/2006		D	5,000	<u>(2)</u>	05/08/2007	Common Stock	5,000
Stock Option (right to buy)	\$ 29.375	07/13/2006		D	5,000	<u>(3)</u>	05/07/2008	Common Stock	5,000
Stock Option (right to buy)	\$ 24.25	07/13/2006		D	7,500	<u>(4)</u>	05/06/2009	Common Stock	7,500
Stock Option (right to buy)	\$ 24.688	07/13/2006		D	7,500	<u>(5)</u>	05/04/2010	Common Stock	7,500
Stock Option (right to buy)	\$ 28.68	07/13/2006		D	7,500	<u>(6)</u>	05/03/2011	Common Stock	7,500
Stock Option (right to buy)	\$ 31.49	07/13/2006		D	7,500	<u>(7)</u>	05/02/2012	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS WESLEY S JR LOCKHART COMPANIES 44 ESTATE THOMAS ST. THOMAS, VI 00802	X			

Signatures

/s/ Ann Marie Pulsch, as power of
attorney

07/13/2006

__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) Disposed of pursuant to a merger agreement between the issuer and Nantucket Acquisition Inc.

(2) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$83,125, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).

(3) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$76,875, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).

(4) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$153,750, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).

(5) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$150,465, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).

(6) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$120,525, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).

(7) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$99,450, representing the difference between the exercise price of the option and the cash merger consideration amount (\$44.75 per share).

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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